MARVEL

the AMAZING SPIDER-MAN®

THE COMPLETE CLONE SAGA EPIC

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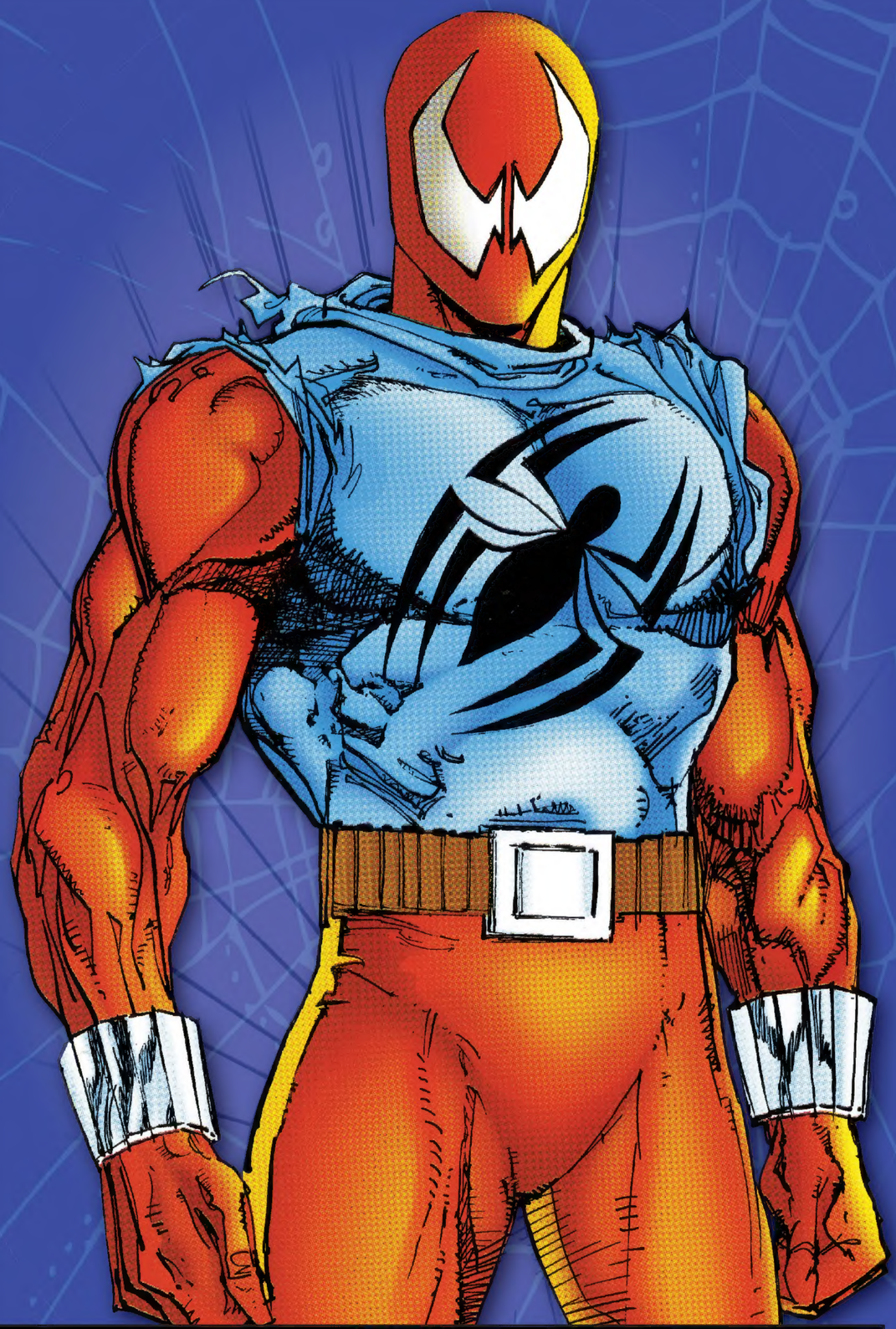

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the AMAZING SPIDER-MAN

THE COMPLETE CLONE SAGA EPIC BOOK 5

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THE SCARLET SPIDER JOINS THE NEW WARRIORS

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ZIRSCHER & PEPOY 1995

JUSTICE — TELEKINETIC FURY! FIRESTAR — MUTANT MISTRESS OF MICROWAVES! SPEEDBALL — BOUNCING BUNDLE OF ENERGY! TURBO — THE HUMAN TORPEDO! ALEX POWER — THE MODULAR SUPER HERO! FIVE YOUNG HEROES WITH THE COURAGE TO CHANGE THE WORLD — AND THE POWER TO BACK IT UP!

STAN LEE PRESENTS. . . NEW WARRIORS

A HOMELESS MAN INTERACTING WITH INVISIBLE, IMAGINARY OPPRESSORS IS AN ALL-TOO COMMON SIGHT IN NEW YORK CITY...

... AND ONE THAT USUALLY DOESN'T RATE A PASSING GLANCE FROM YOUR AVERAGE MANHATTANITE.

HHRRR

HOWEVER, FOR SOME REASON, THIS PARTICULAR LOST SOUL IS DRAWING SUBSTANTIAL ATTENTION TO HIMSELF.

WHY?

IS IT HOW HE LOOKS WHICH SETS HIM APART...

... OR IS IT WHAT HE SEES?

DESPITE HIS BEST EFFORTS TO DEFEND HIMSELF, PHANTOMS OF PAST OPPRESSION SWIRL AND DESCEND UPON HIM...

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... CLOSELY FOLLOWED BY THE REAL THING.

THE NEWS REPORTS WERE RIGHT-- HELIX IS RAMPAGING THROUGH MIDTOWN MANHATTAN...

... AND HE LOOKS EVEN WILDER THAN THE LAST TIME WE FACED HIM!*

WHUDD

GREAT, JUSTICE-- WE CAN TELL MATLOCK TO STOP LOOKING-- OOOFF!

HELIX-- IF YOU CAN UNDERSTAND ME, PLEASE LISTEN...

... WE'RE NOT HERE TO HARM YOU!

"DO YOU-- UNNH-- HEAR ME?

"WE-- UNNFF-- JUST-- WANT-- T-TO--"

HRARRR!

*IN SPIDER-MAN: MAXIMUM CLONAGE ALPHA!

ARRGH!

HUANNH!

WHAT THE--?!

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MY GOD-- IS IT JUST *ME*, OR IS HE GETTING BIGGER... *STRONGER?*

R2-D2

J-JUST... *TAKE* HIM, FIRESTAR!

BUT... WHAT WILL *HAPPEN* TO HIM IF I *DO?*

WHAT WILL HAPPEN TO *ME?*

HHRRR

MY GOD-- FIRESTAR!

SSSHHHHH

HUNNH!

HSSSSHHH

ANGEL-- WHAT'S *WRONG* WITH YOU?!

I... I DON'T *KNOW...*

TEN BLOCKS DOWNTOWN, A VAGUELY FAMILIAR MASKED FIGURE SWINGS THROUGH THE CONCRETE CANYONS ON FINELY SPUN WEB-LINES...

...A FIGURE WHO'S BECOME KNOWN AS THE SCARLET SPIDER!

HE'S REALLY SPIDER-MAN... THE ONE, TRUE ORIGINAL. BUT BEN REILLY IS TRYING NOT TO THINK ABOUT THAT RIGHT NOW.

TRYING VERY HARD, IN FACT.

SOUNDS LIKE I MIGHT BE GETTING CLOSE. GOOD.

ONCE I'VE WRAPPED UP THIS FINAL LOOSE END, I CAN PUT THIS CLONAGE BUSINESS BEHIND ME ONCE AND FOR ALL...

... AND I CAN GET BACK TO MY LIFE.

YEAH, RIGHT... LIKE THERE'S A LIFE TO GET BACK TO.

THE JACKAL MADE SURE THAT NO MATTER WHICH WAY IT ALL PLAYED OUT...

... I'D HAVE NOWHERE LEFT TO GO...

...NO PLACE I STILL BELONG.

THERE HE IS-- HELIX... AND LOOKS LIKE THE NEW WARRIORS ARE PLAYING PATTYCAKE WITH HIM AGAIN, GREAT...

"... LET'S GET THIS *OVER* WITH..."

THUUUPUPUP

UNH?!

WHO--?

SPIDER!

IT'S GREAT TO *SEE* YOU AGAIN!*

RIGHT BACK *ATCHA*, RED.

COOL PACKAGING JOB!

WHO WANTS TO SLAP THE *FED EX LABEL* ON HIM?

*SCARLET SPIDER AND THE WARRIORS CAPTURED HELIX IN SPIDER-MAN: MAXIMUM CLONAGE ALPHA!

YOU AGAIN, SPIDER?

WHY IS IT *YOU* KEEP TURNING UP WHENEVER *HELIX* DOES?

I MIGHT SAY THE *SAME* TO YOU *WARRIORS.*

THE FACT *IS*, THE *"MEDICAL TECHNICIANS"* WE HANDED HELIX *OVER* TO WERE *REALLY* AGENTS OF THE *JACKAL.*

THEY WERE TRYING TO FIGURE OUT HOW HIS UNIQUE BIOCHEMISTRY *SAVED* HIM FROM THE *CARRION VIRUS-- AND* HOW THE VIRUS CHANGED HIM INTO *HELIX--* WHEN HE *ESCAPED* AGAIN.

THIS *HYPERMORPHIC SERUM* KNOCKED HIM OUT ONCE *BEFORE*... I'M HOPING IT WILL *AGAIN.*

SATISFIED?

HEY, *SPIDER-DUDE--* IS YOUR WEB STUFF *SUPPOSED* TO DO THIS?

WHA-- *NO!*

GET BACK!

KLUDGK

WHUNHH!

TSSSH

SOMETHING TELLS ME THAT WHEN IT COMES TO TAKING HIS *MEDICINE*..

... THIS GUY'S GOING TO BE A "*PROBLEM PATIENT*"...

NEW HAVEN, CONNECTICUT... THE YALE UNIVERSITY CAMPUS...

... A BURGER RESTAURANT NAMED AFTER ONE PARTICULARLY WELL-KNOWN ALUMNUS...

Bubba's ALL-AMERICAN BURGERS "INHALE THIS!"

... AND SO, THAT WAS THAT. GARTHAN SAAL IS NOVA NOW, AND I'M JUST RICH RIDER...

...AGAIN.

OKAY, SO YOU LOST YOUR SUPER-POWERS, RICH. WELCOME BACK TO THE PLAIN OLD HUMAN RACE.

NOW COME ON... IS THAT SUCH A HORRIBLE THING?

YALE

KNICKS

I KNEW YOU WOULDN'T UNDERSTAND.

YOU'RE RIGHT... I DON'T. YOU'RE ALIVE. YOU'RE YOUNG. YOU'RE WITH ME.

AND YET YOU'RE COMPLAAAAINING.

LAURA, I USED TO BE A MESSENGER FLYING AROUND MANHATTAN LIKE A GOD. NOW I'M A MESSENGER RIDING A FRIGGIN' TEN-SPEED.

I USED TO GET CLOCKED BY LASERS AND COMETS AND SPACESHIPS... NOT YELLOW FORD TAURUSES! CAN'T YOU SEE HOW--

RICH, LISTEN TO ME. THAT BRUISE ON YOUR FOREHEAD MEANS A LOT MORE THAN YOU THINK.

IT MEANS YOU'VE GOT YOURSELF A JOB... UNLIKE A LOT OF PEOPLE NOWADAYS.

IT MEANS YOU'RE WORKING TO PAY BACK THE MONEY I LENT YOU... NOT EVERY-ONE WOULD BOTHER TRYING.

IT MEANS YOU'RE TAKING RESPONSIBILITY FOR YOUR LIFE.

AND IT MEANS THAT MAYBE YOU'RE READY FOR US TO BE... TOGETHER AGAIN.

HOO BOY...

I KNOW I'VE GOTTA GET USED TO BEING "NORMAL" AGAIN, AND I COULD DO A LOT WORSE THAN LAURA WHEN IT COMES TO FINDING A "TEACHER"...

...BUT...

KNICKS

"... WHAT ABOUT *NITA?*"

I MUST *ADMIT*, OBSIDIAN... I'M ALMOST *IMPRESSED* WITH YOU.

THE *SOLDIERS OF MISFORTUNE* ARE IN TOP FORM... EVEN *SPARROW* SEEMS TO HAVE TAKEN TO THE TEAM LIKE A...

... HEH... LIKE A *FISH* TO *WATER.*

GOOD ONE, SIR. *HILARIOUS*, AS *USUAL.*

WATCH THE *TONE*, GENERAL... I SAID I WAS *ALMOST* IMPRESSED.

IF *KYMAERA* WERE HERE FOR THIS *UNDERWATER TRAINING SESSION*, THEN I MIGHT BE MORE *TOLERANT* OF YOUR CHRONIC *ATTITUDE PROBLEM.*

ADMIRAL PROTOCOL, WE'VE *HAD* THIS DISCUSSION *BEFORE.*

YOU WERE THE ONE WHO GAVE GENERAL ADMISSION'S *INTERROGATION* OF THE ATLANTEAN *TOP PRIORITY.*

THE INCOMPETENT FOOL HAS BEEN WASTING *WEEK* AFTER *WEEK* ON YOUR PET PROJECT-- AND ACCOMPLISHING *NOTHING* IN THE PROCESS-- WHILE *I'VE* BEEN UNABLE TO GET IN EVEN *ONE* DECENT *TRAINING SESSION* WITH HER--

ENNH ENNH ENNNH

EH? RED ALERT?

LOCALIZE!

MEANTIME, END THE TRAINING SESSION-- GET THE SOLDIERS OF MISFORTUNE ONLINE.

WORKING ON IT, SIR--

GOT IT, SIR-- HOT SPOT IS INTERROGATION ROOM A!

KYMAERA...

ON SCREEN.

WELL, WELL..IT APPEARS THAT GENERAL ADMISSION RELEASED A LITTLE TOO MUCH OF OUR TELEPATHIC HOLD ON THE ATLANTEAN...

IF HE'S ALIVE, I'M SURE HE'LL NOT REPEAT THE MISTAKE.

#@%& INCOMPETENT--

I'LL SPIKE HER IMPLANT--

NO.

BUT-- BUT, SIR... SHE'S DANGEROUS!

IF SHE GETS OUT OF RANGE--

NOT... YET.

I WANT TO WATCH.

AND BESIDES...

"WE HAVE IMPRISONED YOU IN THIS UNDERWATER BASE...

"... WE HAVE INVADED YOUR MIND... RAPED YOUR SOUL."

SO USE YOUR FURY WHILE YOU STILL HAVE IT.

"SEE IF IT HELPS YOU AGAINST RIGHT AND WRONG...

"... SEE WHAT GOOD IT DOES YOU WHEN WRONG TWISTS YOUR PERCEPTIONS--

"... WE BOTH WANTED TO SEE KYMAERA IN A TRAINING SESSION... THIS SEEMS A PERFECT OPPORTUNITY.

"YES, KYMAERA... WE FEEL YOUR ANGER... YOUR RAGE.

"EH?

"MAGNIFICENT, CHILD... MAGNIFICENT!

"OBSIDIAN... IF GENERAL ADMISSION IS STILL ALIVE TELL HIM TO GIVE UP ON PROBING KYMAERA'S MEMORIES OF THE OTHER NEW WARRIORS.

" IT IS INCREASINGLY OBVIOUS TO ME..."

... THAT WE'VE GOT THE BEST OF THEM ALREADY.

"WELL DONE, LITTLE FLYING FISH...

"... YOU SEE THE WAY OUT... SO CLOSE...

"... YOU'LL SMASH THROUGH IT AND DROWN US ALL, YES?"

I'M AFRAID NOT.

YOU ARE SMALL, NAMORITA, BUT NOT SMALL ENOUGH TO BE THROWN BACK.

YOU'RE WITH US TO STAY...

"... AND IT'S NOW TIME FOR YOU TO LEARN...

" ... JUST HOW FAR FROM ESCAPE YOU ALWAYS WERE."

MANHATTAN...

... GROUND ZERO!

COVER ME...

... I'M GOING IN!

WHOA! IS HE GETTING--

THWAKK

-- FASTERRRUNNH!

KHHHUTONNG

TSSH

KEEP NEW YORK LITTER FREE

SKFIAD

HUNHH!

WONDERFUL. NOT ONLY DROPPED THE *SYRINGE GUN*...

... BUT ALMOST ALL THE *SERUM* GOT SPILLED, *TOO!*

IT'S OKAY! EVERYONE KEEP HIM *OCCUPIED*--

-- I'LL INJECT HIM BY *"REMOTE"*!

CHOOM

YOU MEAN LIKE THAT *TAXI DRIVER* OVER THERE WHO NEEDS TO CHANGE HIS *PANTS?*

JUST A FEW MORE *SECONDS...*

WAIT-- SO *STRANGE!*

SOMETHING... *SOMETHING* ABOUT HIM... JUST *CHANGED!*

BOOM

BOOOM

TAXI

NO... SOMETHING ABOUT *HELIX*... IS *INTERFERING* WITH MY *TK FIELD!*

AUUNH?

NO!

SHHWOOF

HEY, IT *WORKED--* I *GOT* IT!

UH OH.

GUYS...? I DON'T THINK THIS IS GOING TO *WORK* ANYMORE...

I DON'T SUPPOSE YOU'VE GOT *ANOTHER* SYRINGE GUN--

WHO DO I *LOOK* LIKE... *DOCTOR KEVORKIAN?*

GREENWICH VILLAGE...

KNOK KNOK KNOK KNOK

C'MON, ROBBIE... I *KNOW* THIS IS WHERE YOU LIVE!

OPEN THE *DOOR!*

Coffee HAUS

NDROMAT

HOPE *DAD* DOESN'T NOTICE I DIDN'T DO THE *DISHES*, BUT I *REALLY* NEED TO GET TO THE CRASH-PAD COMPUTERS-- *WHOA!*

IS THAT A *GIRL*... WAITING AT *SPEEDBALL'S* APARTMENT DOOR?

DIDN'T THINK *ROBBIE* HAD ANY MORE LUCK WITH *WOMEN* THAN *I* DO.

HMPH. MAYBE IF I CAN *TAKE OFF* JUST A FEW MORE *POUNDS*, THINGS'LL TURN AROUND FOR *ME*, TOO.

ANYTHING'S *POSSIBLE*...

SIGH

EITHER HE'S *NOT HOME* OR HE STILL THINKS I'M *CRAZY*... OR *BOTH*.

I'VE SCREWED THIS UP SO *BADLY*...

OH, *ROBBIE*... HOW AM I GOING TO *SAVE* YOU WHEN I CAN'T EVEN *REACH* YOU?

MAYBE I WAS *WRONG*... SHE SOUNDS MORE LIKE A *JEHOVAH'S WITNESS*.

NONE OF *MY* BUSINESS, EITHER WAY...

HEY! HEY, *YOU'RE* ON THE TEAM, *TOO!*

YOU'RE A *NEW WARRIOR!*

P-PARDON?

DO *ALL* OF YOU WARRIORS LIVE IN THIS BUILDING, OR *WHAT?*

DING

I-- I DON'T KNOW WHAT YOU'RE *TALKING* ABOUT-- !

I GOTTA *GO*--

OH, NO YOU DON'T

HINDSIGHT, RIGHT? *THAT'S* WHAT THEY CALL YOU!

AND THERE'S *TURBO*, AND *JUSTICE*... AND, UH, *FIRESTAR*... AND *ALEX* SOMEBODY...

I'VE *BEEN* THERE... OR I'M *GOING* TO BE, ANYWAY,,, IN THE *FUTURE* I'M WEARING THIS WEIRD

DINNG

AND I SAW SPEEDBALL *DIE*... RIGHT IN MY *ARMS!*

I'M *NOT* MAKING THIS UP... AND I'M *NOT CRAZY!* I CAN *SEE* WHAT'S GOING TO HAPPEN, AND I NEED TO *TALK* WITH *ALL* OF YOU ABOUT IT!

LALALALALA... I CAN'T *HEAR* YOU...

I DON'T KNOW *WHO* YOU ARE, BUT YOU'RE *NOT* GOING TO GET ME IN *TROUBLE* WITH THE *WARRI--* WITH MY *FRIENDS!*

NOW *GET LOST!*

I *CAN'T*... I *WON'T!*

ROBBIE'S *LIFE* IS AT STAKE... AND MAYBE *YOURS*, TOO!

CAN'T YOU *SEE* HOW *IM-PORTANT--*

BZZT

CARLTON-- ARE YOU *ONLINE?*

MY *COMM-BADGE!* NOT *NOW--!*

CARLTON, IF YOU CAN *HEAR* ME, GET TO THE *CRASH-PAD, FAST!*

HOMER'S

OSSHH

WE'RE GOING TO NEED SOME KIND OF *CONTAINMENT CELL* SET UP, *PRONTO!*

HONK!

NO!

O - *OKAY*, JUSTICE... I'M ON MY WAY... JUST GOT A LITTLE *DISTRACTED* BY... SOME KIND OF CRAZY *GROUPIE*...

RINA PATEL **KNOWS** SHE DOESN'T HAVE ENOUGH **TIME** TO PUSH HIM OUT OF THE WAY..

HALF A SECOND TO COVER THIRTY FEET. **IMPOSSIBLE**.

BUT SOMETHING **INSIDE** HER TELLS HER IT **IS** POSSIBLE.

SO SHE **RUNS**, OBLIVIOUS TO THE STRANGE WAY THE TRUCK'S HORN **DROPS** FROM A **HIGH-PITCHED KEENING** TO A **LOW RUMBLE**.

SHE **RUNS**, BARELY NOTICING EVERYTHING **AROUND** HER TWISTING, BENDING... BECOMING LAZY, LETHARGIC... **SLOW**.

SHE **RUNS**, STRAIGHT INTO THE PATH OF THE **BARELY MOVING TRUCK**, STRAIGHT INTO THE **BARELY MOVING BOY**.

AND THEN THINGS START **MOVING AGAIN**.

HOW... HOW DID SHE *DO* THAT?

HOW DID I *DO* THAT?

NOW... N-*NOW* DO YOU BELIEVE ME?

OKAY... M-MAYBE WE'VE GOT SOMETHING TO *TALK* ABOUT.

SLIP YOUR *PHONE* **NUMBER** UNDER MY **DOOR**. I... I'LL GET BACK TO YOU AS SOON AS I **CAN**.

RIGHT **NOW**, I'VE GOT TO *GO*.

No.1 SUB

No.1 SUB

... ME, *TOO*.

No.1 SUB

YEAH...

MIDTOWN...

NO PRESSURE, VANCE, BUT... NOW WHAT?!

GOOD QUESTION, SPEEDY-- I'M OUT OF IDEAS!

SPIDER...?

VHRRRR

JUST ONE. TURBO-- TOSS ME THE SERUM!

YOU'VE GOTTA BE KIDDING!

COMIN' UP!

NOW, IF YOU KIDS CAN KEEP HELIX OCCUPIED FOR JUST A MINUTE OR TWO MORE--

EVERYTHING WE TRY SEEMS TO MAKE HIM STRONGER!

THUDDCH

HE'S RIGHT, SPIDER-- WHATEVER YOU'RE GOING TO DO, DO IT FAST-- ARRK!

KLUDDK

HUNNH

TONNG

OHHH

THIP

POKK

KLAKK

AIIIGH

HRARRR

GONNA GET JUST *ONE SHOT* AT THIS...

... SO I'VE GOT TO MAKE IT *COUNT!*

THWIPP

AOOHRR

BULLSEYE! OR SHOULD THAT BE, "*PORCUPINE'S NECK*"?

AHHRRRRRR

EITHER *WAY*...

... LOOKS LIKE THE SERUM *WORKED* AGAIN!

HE'S *ALIVE*.

GOOD. GUESS IT'S TIME TO FIND THE *PROPER AUTHORITIES*.

LIKE *LAST* TIME, WHEN WE ENDED UP HANDING HIM RIGHT OVER TO THE *JACKAL*?

NO, I THINK *WE'D* BETTER HANDLE THIS FOR NOW.

HOW *LONG* WILL THAT STUFF KEEP HIM *OUT?*

NOT LONG.

LET'S *MOVE* THEN. I JUST HOPE HINDSIGHT'S GOT *THE CRASH-PAD* READY...

MINUTES LATER...

TEK

CARLTON-- ARE YOU *READY* FOR US?

JUST ABOUT... BRING HIM DOWN TO THE COMBAT TRAINING ROOM...

YES!

I'VE FINALLY *FOUND* THE *WARRIORS' HEADQUARTERS!*

NOW IT'S JUST A MATTER OF *TIME...*

... I'VE GOT THE *SIM COMPUTER* REPROGRAMMED... AND THE ROOM'S *READY* FOR OUR *"GUEST."*

SHORTLY...

AMAZING. THAT SERUM WOULD PUT *ANY ONE* OF US IN A *COMA...*

... BUT *HE'S* ALREADY STARTING TO SHAKE IT *OFF.*

I JUST HOPE WE'RE ABLE TO *HELP* HIM SOMEHOW...

... OR AT LEAST FIGURE OUT *WHO CAN.*

HEY, THANKS FOR THE HELP IN *CATCHING* HIM AGAIN, WEBS.

WOULDN'T'VE BEEN THE SAME *WITHOUT* YOU.

THANKS, SPEEDBALL. NICE TO FEEL ***WANTED*** SOMEWHERE... IT'S BEEN A ***WHILE***.

WELL, I'LL SEE YOU GUYS ***AROUND***--

YOU DON'T ***HAVE*** TO ***LEAVE***, YOU KNOW.

ENH? WHAT DO YOU ***MEAN***, RED?

I... I GUESS WHAT SHE ***MEANS***...

... WHAT ***WE*** MEAN...

... IS THAT YOU'RE WELCOME TO ***STAY*** WITH US AS LONG AS YOU ***WANT***. WE CAN ***ALWAYS*** USE ANOTHER HAND.

SERIOUSLY?

SERIOUSLY.

WELCOME TO THE ***WARRIORS***, SPIDER!

CONGRATULATIONS ABOUND... HANDS ARE SHAKEN, BACKS ARE CLAPPED, PLANS ARE MADE.

*WHILE **BELOW**, RAFAEL CARAGO'S **MUTATING BODY** SHIVERS AND SLOWLY DEFEATS THE **HYPERMORPHIC POISON** WITHIN IT.*

*SOON THE ONLY POISON THAT **REMAINS** IS THE POISON OF **HATRED** IN HIS FERAL, MURDEROUS **MIND**...*

*... A POISON WHICH BECOMES MORE **POTENT**-- AND MORE **DANGEROUS**-- WITH EACH PASSING **SECOND**!*

NEXT: TARGETED by EUGENIX!

MARVEL COMICS

AMAZING SPIDER-MAN SUPER SPECIAL™

FEATURING

SCARLET SPIDER

PART 1 of FIVE

THE LEGEND OF THE ARACHCLONE

PLUS, FABULOUS FLIP BOOK FEATURE

PLANET OF THE SYMBIOTES!

PEDI -AFTER- McFARLANE

FOREST HILLS CEMETERY...

IT'S NOT AS LATE AS IT LOOKS.

OTHERS FIND SHELTER WHERE THEY CAN.

TIME TO PUT THE GHOSTS TO **REST**, ONCE AND FOR ALL.

FOUGHT TOO LONG AND HARD TO MAKE A PLACE IN THE WORLD FOR **BEN REILLY** THESE PAST FEW YEARS...

DUSK FELL WITH THE RAIN THIS EARLY SPRING EVE. THOSE WHO HAVE HOMES ARE THERE ALREADY, DRYING THEIR FEET AND WARMING THEIR HEARTS...

MAY PARKER

SHE TAUGHT US LOVE

...TO RISK BURYING MYSELF IN WHAT-IFS AND COULD-HAVE-BEENS ALL OVER AGAIN NOW.

I'VE KNOWN ALL ALONG THERE NEVER WAS--AND NEVER WILL BE--ROOM FOR **ME** AMONG THE PARKERS...

... BUT NEW YORK'S A BIG CITY!

THWIP

STan Lee PRESENTS:

SCARLET SPIDER

GHOSTS

TERRY KAVANAGH -- PLOT
KAVANAGH/LACKEY--SCRIPT
PHIL GOSIER--BREAKDOWNS
GREG ADAMS AND TOM CHRISTOPHER -- FINISHERS
CHIA CHI WANG--COLORIST
KEN LOPEZ--LETTERER
TOM BREVOORT--EDITOR
DANNY FINGEROTH--GROUP EDITOR
BOB BUDIANSKY--EDITOR IN CHIEF

JUST NOT AS EASY TO LET GO OF THE PAST AS I'D LIKE...

...EVEN IF IT IS A HAND-ME-DOWN.

STARTED OUT LIFE WITH PETER PARKER'S COLLECTIVE THOUGHTS AND FEELINGS--UP UNTIL THE MOMENT OF CLONING, AT LEAST--AS A TEMPLATE...

...AND WE'RE BOTH STILL DRAWN INTO EACH OTHER'S LIVES SOMEHOW. TANGLED IN EACH OTHER'S WEBS.

PROBABLY ALWAYS WILL BE.

AND IT WAS ALWAYS COMFORTING TO SPEND TIME WITH AUNT MAY.

BUT I LOST HER SO LONG BEFORE SHE ACTUALLY DIED--THE DAY I FIRST RAN FROM ALL THIS, REALLY--

--I'M ALREADY USED TO CARRYING MAY INSIDE ME WHEREVER I GO.

A LIVING, BREATHING *MEMORY* OF *LOVE*.

THWIP

WEST SIDE HIGHWAY

THE PARKERS *ARE* A PART OF MY PAST-- SECOND-HAND, OR NOT--

--BUT *ONLY* PART OF IT NOW.

ALL THOSE YEARS AWAY-- WANDERING, ROOTLESS, SEARCHING EVERYWHERE FOR NOTHING--

--CERTAINLY EXPANDED MY HORIZONS A BIT.

--AND LOST TO AS MANY AS I WON, ALL THINGS CONSIDERED...

...BUT I FACED EVERY SINGLE DEMON *STRAIGHT* IN THE EYE...

BATTLED A LOT OF DRAGONS ON THAT ROAD-- FROM WITHIN *AND* WITHOUT-- AND BOTH SIDES AT ONCE AS OFTEN AS NOT--

...SOON AS THEY CAUGHT UP TO ME!

THAT'S THE HEART OF MY PROBLEM--I'VE GOTTEN TOO USED TO RUNNING AWAY FROM MY LIFE!

WELL, HERE'S WHERE WE FIND OUT IF BEN REILLY HAS WHAT IT TAKES...

...TO TURN AROUND...

...AND FACE THE FUTURE!

AT A NEARBY PIER WITHOUT A PERMIT, ABOARD A YACHT WITH NO NAME...

...FORCES GATHER.

SHELL AND SHOT.

A CARRIER AND A LAUNCHER. TWIN BROTHERS, TRAINED IN THE USE OF HEAVY-WEAPONS BY THEIR EMBATTLED MOTHERLAND.

BOMBARDIER.

WIRED TO KILL, AND PADDED TO PROTECT. A DEMO-EXPERT WITH A PERILOUS PASSION FOR HER WORK.

STAMPEDE.

MONEY-FIRSTER. SILVER-MEDAL RUNNER WITH A DECIDEDLY DANGEROUS NEED TO SUCCEED.

FLARE.

AMERICA-FIRSTER. FOREVER SILENCED BY THE 'SAME FLAMES THAT EMPOWER HIM.

CLASH.

HAND-TO-HAND SPECIALIST, WITH COMBAT EXPERIENCE IN AN UNAUTHORIZED ARMY. SECOND IN COMMAND ONLY TO...

CORDITE.

THE MAN WITH THE PLAN HIMSELF.

SYSTEMS-CHECK ON DECK IN TEN, PEOPLE...

...WE BREAK AT DAWN.

REAL NAMES REMAIN UNASKED, IDENTITIES IMMERSED IN THE TERMINAL TALENTS OF EACH AND EVERY AGENT OF--

--SHADOWFORCE ALPHA.

ASSASSINS, TERRORISTS AND MERCENARIES ALL. THE HOTTEST AND THE YOUNGEST OF THE BEST...

...IN A VERY BAD BUSINESS.

EVERY BAD BUSINESS.

INLAND AND UPTOWN...

HOT SHOWER MADE ALL THE DIFFERENCE-- FOR THE THIRTY SECONDS IT LASTED IN THIS HOLE-IN-THE-WALL HOTEL, AT ANY RATE--

--AND GAVE ME A CHANCE TO PUT THINGS BACK IN PERSPECTIVE.

LEARNED LONG AGO THAT YOU CAN'T CLOSE OLD DOORS...

NOK NOK

...WITHOUT OPENING NEW ONES.

YES, CAN I--

REILLY...?

NO NATIVE NEW YORKER WOULD ANSWER WITHOUT QUESTION, OFFERING EASY ACCESS TO STRANGERS AND SALESMEN ALIKE.

GABRIELLE GREER IS NEW TO THE CITY.

THAT MUCH IS OBVIOUS...

...EVERYTHING ELSE IS STILL A MYSTERY.

LISTEN, GREER, PLEASE...

I JUST CAME BY TO THANK YOU FOR THE TIMELY RESCUE MY FIRST WEEK HERE...

...AND APOLOGIZE FOR MY BRUSQUE BEHAVIOR LATER THAT SAME DAY.*

I'VE BEEN TRYING TO FIND SOME WAY TO REPAY YOU, BUT I REALLY CAN'T AFFORD--

*WEB OF SPIDER-MAN #119.--TOM

SAY NO MORE, NEIGHBOR.

I'VE GOT THE PERFECT PROJECT...

"...FOR BOTH OF US."

OVER COFFEE AND THE CLASSIFIEDS FROM EVERY MAJOR PAPER IN THE METROPOLITAN AREA, THE TWO TALK LONG INTO THE NIGHT.

EXCHANGING LITTLE MORE THAN IMMEDIATE CAREER GOALS, AT FIRST...

...BUT SHARING MORE THAN THEY REALIZE WITH EVERY PASSING HOUR.

ABOUT HER ARTISTIC HOPES AND DREAMS, COMPARED TO HER INEVITABLE COMMERCIAL COMPROMISES...

AROUND HIS GUARDED BACKGROUND IN SCIENCE AND LEARNING, WITH A CONSISTENT CONCERN FOR THE TROUBLED AND HELPLESS...

AROUND AND ABOUT THE IMPENDING PERILS OF POVERTY.

I GIVE UP.

LEAST WE FOUND A COUPLE OF FREELANCE POSSIBILITIES FOR YOU OUT THERE--

ONLY IF YOU COUNT HOUSE-PAINTING.

--BUT I'M JUST PLAIN UNEMPLOYABLE.

NOT SO FAST THERE, WISEGUY.

"LABORATORY ASSISTANT WANTED. LIMITED EXPERIENCE NECESSARY. APPLICATION BY APPOINTMENT AT--"

THE EXTERIOR FACADE OF EMPIRE STATE HOSPITAL IS A BLANK ANONYMOUS SURFACE...

... CONCEALING THE PRIVATE LIFE AND DEATH STRUGGLES OF THOSE WITHIN.

AS I SAID, MR. ARMSTRONG, COL. BROGA'S CONDITION IS SATISFACTORY.

SATISFACTORY IS WHAT IT SAYS ON GRADE SCHOOL REPORT CARDS, DR. PURL.

BUT THE UNITED STATES GOVERNMENT WANTS A SLIGHTLY MORE IN-DEPTH DIAGNOSIS FOR ITS CONSIDERABLE TIME AND EFFORT.

U.S. INTERESTS IN THE COLONEL'S SOUTH AMERICAN NATION MUST NOT BE JEOPARDIZED!

MEDICINE AND SECURITY ARE ART FORMS UNTO THEMSELVES, MR. ARMSTRONG. AND, WHILE I APPRECIATE YOUR PRIORITY--

--THE SAFEGUARDING OF AN INTERNATIONALLY HUNTED POLITICAL REFUGEE LEADER--

--YOU MUST UNDERSTAND MINE. THERE ARE NO PERIMETERS TO SECURE, OR WITNESSES TO SILENCE. IT'S NOT AS EASY AS INITIATING POLICY OR DISTRIBUTING AN "EYES ONLY" BRIEF.

THE COLONEL WILL EITHER RESPOND TO HIS TREATMENTS, OR HE WILL DIE.

I'M DOING MY JOB, DOCTOR... JUST MAKE SURE YOU DO YOURS.

LOOK AT THIS PLACE... FEDS ARE CRAWLING OVER EVERY INCH!

I MEAN, THIS IS A HOSPITAL, NOT THE FREAKING PENTAGON! OH WELL... I SUPPOSE WE'RE DOING THE RIGHT THING.

WHAT ARE YOU DOING HERE?

UHHHHH, BEN REILLY? YOUR NOON APPOINTMENT?

OH! THE JOB INTERVIEW! I'M SORRY... I FORGOT!

IS THIS A BAD TIME? I CAN--

NOT AT ALL. THIS WILL ONLY TAKE A MINUTE.

MMMM-HMMM. QUITE AN IMPRESSIVE RESUME FOR A LAB ASSISTANT...

AREN'T YOU AFRAID YOU'D BE... OVER-QUALIFIED?

YOW!! SPIDER-SENSE! BUT I DON'T SEE ANY DANGER!

GABBY WAS RIGHT... I SHOULDN'T HAVE GOTTEN SO FANCY WITH MY PHONY CREDENTIALS! WHY DIDN'T I LISTEN?

SO, MR. REILLY... TELL ME A LITTLE ABOUT YOURSELF.

I...UHHHHH... WHAT DO YOU WANNA KNOW??

GREAT! I CAN HARDLY CONCENTRATE WITH THIS BUZZING! WHAT DO I DO??

MEANWHILE, OTHER PERSONS IN THE WARD ARE HAVING DIFFICULTY AS WELL...

IT'S TIME FOR MR. BROGA'S MEDICATION.

COME ON, FELLA! QUIT BEING SUCH A HARDCASE! WE'RE HERE TO *TREAT* MR. BROGA...NOT TO *HURT* HIM!

LISTEN, "DOC", NOBODY GOES IN OR OUT OF THERE UNLESS I SAY SO... NOW LEMME SEE YOUR *PASS*!

DID YOU *HEAR* THAT? SOUNDED LIKE A--

HLIK

BEEEEP!

KA-BLAAM

--DETONATOR!

AGENTS!! WHAT'S GOING ON?? WHAT'S HAPPENING??

NEAR AS WE CAN *TELL*, SOME *KOOK* JUST BLEW UP THE *WAITING ROOM*.

*DISPATCH! THIS IS ARMSTRONG! WHAT'S THE SITREP?**

TWO DOZEN *INJURED*... NO DAMAGE TO POWER OR GAS LINES... STILL WAITING FOR THE *SMOKE* TO CLEAR!

GET ME *OUT* OF HERE!

**SITUATION REPORT.-- TOM*

HANG TOUGH, MISTER...

...EVEN *NOW*, DEFENSE PERIMETERS HAVE KICKED IN... NOT SO MUCH AS AN *ITSY BITSY SPIDER* COULD GET IN WITHOUT OUR *KNOWING* IT!

I GOT IN HERE WITHOUT ANYBODY EVEN *KNOWING* IT...

...BUT NOW COMES THE *REALLY* TRICKY PART...

...FINDING OUT *WHO* DID THIS... AND *WHY!*

SPIDER-SENSES ARE STILL TINGLING TO BEAT THE BAND, SO WHOEVER *DID* THIS MUST STILL BE CLOSE BY!

BY FOLLOWING THE TINGLE IN MY HEAD, I CAN FIND THE *SOURCE* OF THE DANGER.

I JUST HOPE THEY DON'T BLOW UP ANYTHING *ELSE* BEFORE I FIND THEM!

HMMMMMM. BALD CHICK, FUNNY OUTFIT... THIS ISN'T A "*STAR TREK*" CONVENTION, SO...

...LOOKS LIKE I HIT THE JACKPOT!

DON'T EVEN *THINK* ABOUT IT... I'M HOLDING A DETONATOR WITH A *DEAD MAN'S SWITCH*...

...IF I LET GO OF THE LITTLE RED BUTTON, WE *ALL* BLOW *SKY HIGH!*

BACK IN BROGA'S ROOM...

A MORE APPROPRIATE QUESTION, COL. BROGA...

NOBODY MOVE! AS YOU MAY HAVE GUESSED, WE AREN'T NO DOCTORS!

AGENT! WHO ARE THESE PEOPLE?

...IS, "WHAT ARE YOU INJECTING MY I.V. WITH"?

GAAAAHH!!

CLASH! TAKE THESE GUYS OUT NICE AND QUIET, LIKE!

PFUT

PFUT

PFUT

WHERE'S THEIR LEADER? THE HARDCASE WHO WOULDN'T LET US IN??

RIGHT OVER HERE, LADY... AND I ONLY THINK IT'S FAIR TO WARN YOU...

...THAT I CARE EVEN LESS ABOUT KILLING THAN YOU DO!

BLAM BLAM BLAM

Y'KNOW... I'VE BEEN THINKING.

BLOWING US UP'S NOT SUCH A GREAT IDEA.

THWIPP

YOU IDIOT-- YOU'LL RUIN EVERYTHING!!

THAT'S THE GENERAL IDEA!

AND FEAR NOT: MY TRUSTY WEBBING WILL KEEP THAT LITTLE RED BUTTON NICE AND DEPRESSED, MUCH LIKE YOU'RE PROBABLY FEELING RIGHT NOW!

BLAM

SO YOU DROPPED THE SUIT... SO WHAT?? YOU STILL HAVE ME TO CONTEND WITH!

OXYGEN

NO SMOKING

I GOT NOTHING BUT TIME, PUNK...

CRASSH

...AND BULLETS!!

FLARE!! LET'S WASTE THAT GEEK BEFORE HE HURTS SOMEBODY!

HEY! VISITING HOURS ARE OVER, PEOPLE!

FWOOSH

ARRRRGH!! YOU'LL HAVE TO DO... BETTER THAN THAT!

SMAK

MY, HOW MACHO!

UNFORTUNATELY FOR YOU, WE CAN DO BETTER... LOTS BETTER!

UGH! MOMENTUM... KNOCKING ME BACKWARDS...!

I SWORE AN OATH... TO GIVE MY LIFE PROTECTING THIS GREAT COUNTRY...

...AND EVEN THOUGH YOU PUNKS MIGHT'VE WON THIS ROUND, REMEMBER THIS:

BLAM

KLIK KLIK

HUH?? OUTTA AMMO!

LESSON TAKEN, STOOGE...

RATTA TATTA TATTA

...ALWAYS COUNT YOUR SHOTS!!

CORDITE... YOU'RE BLEEDING!

IT HAPPENS.

BUNDLE UP THE OLD MAN... WE'VE GOTTA EXFILTRATE A.S.A.P.!

I'VE ALREADY RADIOED FOR PICK-UP, BOSS-MAN!

MY GUESS IS:

YOU MUST BE THE MURDERING SCUM RESPONSIBLE FOR ALL THIS BLOODSHED!

NOT TODAY, FANCYPANTS!

FWOOOSH

YOU PEOPLE HAVE ENDANGERED INNOCENT LIVES... AND YOU KNOW WHAT?

THAT REALLY TICKS ME OFF!!

IS THAT... SPIDER-MAN??

WHO CARES??? WASTE'M!!!

PASSION DOESN'T HAVE *ANYTHING* TO DO WITH IT, LADY...

SOUNDS GREAT TO ME, SPIDER... I JUST *LOVE* PASSIONATE MEN!

...I DON'T BATTLE CREEPS LIKE YOU BECAUSE I *WANT* TO...

...BUT BECAUSE I *HAVE* TO!

OWCH!!

THAT'S IT...*RUN*, LIKE THE PITIFUL *COWARDS* YOU ARE!

COULD GO AFTER 'EM... BUT IT'S MORE *IMPORTANT* TO CHECK ON THE PATIENTS!

DON'T GET SO *COCKY*, HERO...

...IF WE DIDN'T HAVE A *PRIOR* APPOINTMENT, WE'D STAY HERE AND KICK YOUR...

GEEZ, CORDITE, YOU'RE *REALLY* BLEEDING!

GOTTA IMPLEMENT... *PLAN B!*

NOW THAT'S FUNNY... WHY WOULD THEY CUT AND RUN LIKE THAT??

UH-OH! SPIDER--

KA-BOOM

EXCELLENT SHOT, MAN! IF THERE'S ANYTHING LEFT OF THAT SPIDER-JERK, I'LL EAT MY STEEL MESH HAT!

WE'RE THE BACK-UP STRIKERS FOR A REASON, SHELL...

...'CAUSE WHEN EVERYBODY ELSE FUMBLES THE BALL, WE GET TO BREEZE IN AND MAKE THINGS RIGHT!

YEAH... RIGHT FOR US!!

HA HA HA! YEAH... AND OUR BANK ACCOUNTS!

ANYWAYS, THE SMOKE SHOULD COVER THEIR ESCAPE... NOW LET'S BEAT FEET TO THE RENDEZVOUS POINT!

WHILE IN THE DARKEST DEPTHS OF THE HOSPITAL, A BATTERED AND BLISTERED BODY--

--BEGINS TO BREATHE...

PERFECT, GENTLEMEN, *PERFECT*...

...ARMSTRONG MAY STILL HAVE A *FIGHTING CHANCE* TO LIVE!

PLEASE LOCK THE DOOR WHEN YOU LEAVE.

OF COURSE, DR. PURL, BUT--

GO.

THE PROCEDURE'S STILL *EXPERIMENTAL*, UNTESTED FOR THE MOST PART. THIS WILL COST ME--ONE WAY OR ANOTHER, PROFESSIONALLY AND PERMANENTY--

--BUT YOUNG ARMSTRONG HAS NOTHING *LEFT* TO LOSE ANYMORE.

HE'S OUT OF TIME.

SO I'M OUT OF OPTIONS...

TEK

AND FAR, FAR SOUTH--
IN A DAMP AND CRAMPED PLACE, DEEP BENEATH THE FLORIDA EVERGLADES--

--AS IF IN RESPONSE TO THE HUM OF THE GREAT MACHINES WHICH PUMP LIFE BACK INTO THE BATTERED SECURITY AGENT'S BODY--

--SOMETHING SAVAGE STIRS...

NEXT: IN SPIDER-MAN SUPER SPECIAL #1: **BIRTH PAINS!**

MARVEL COMICS

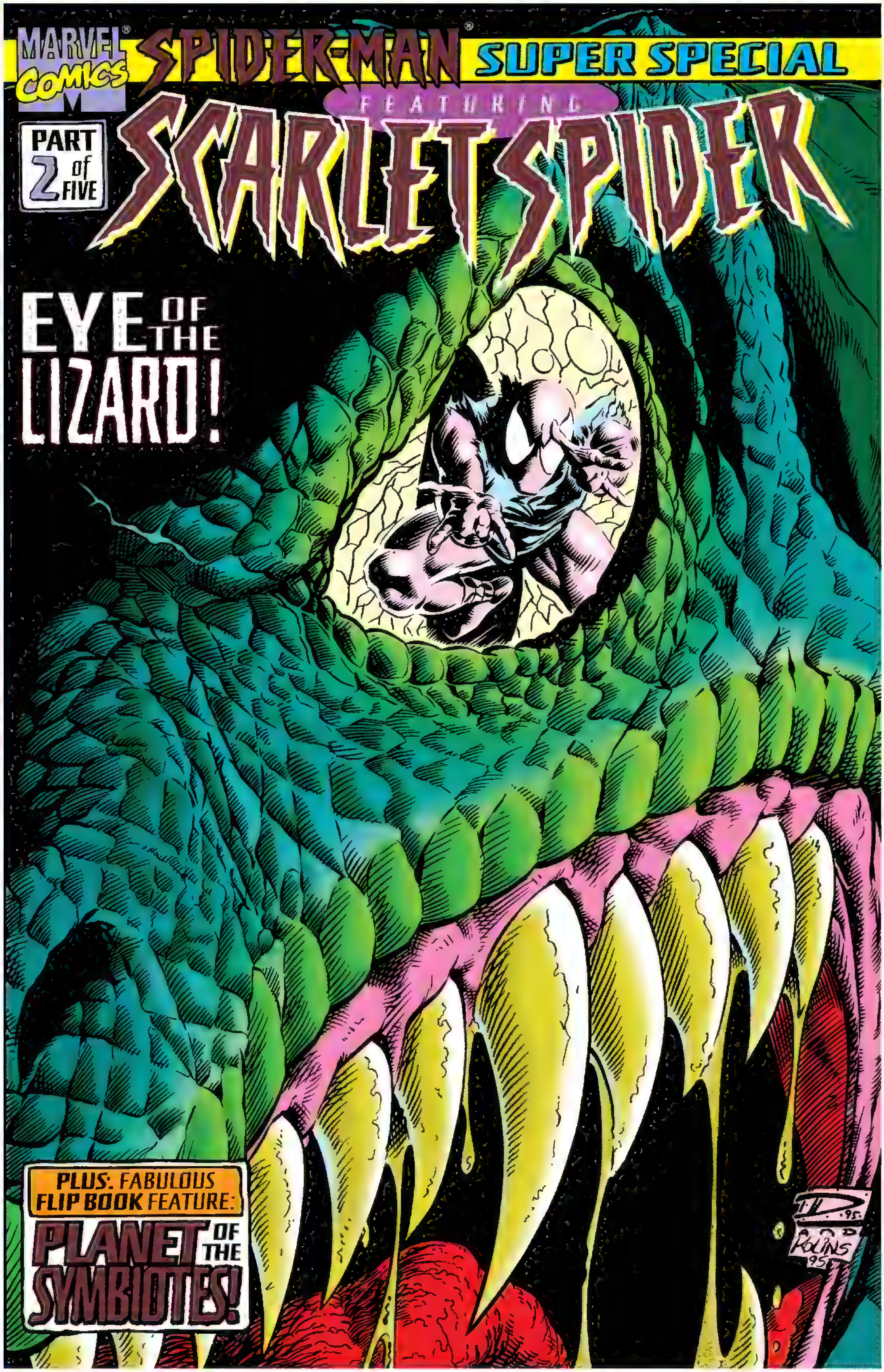
SPIDER-MAN SUPER SPECIAL

PART 2 of FIVE

FEATURING

SCARLET SPIDER

EYE OF THE LIZARD!



PLUS: FABULOUS FLIP BOOK FEATURE:

PLANET OF THE SYMBIOTES!

SOMEWHERE SOUTH OF NEW YORK...

...A STRANGE AND SUFFERING CREATURE SCRAMBLES NORTH THROUGH THE SILENT SHADOWS.

SKRRK

DRIVEN BY A STRANGE, INSTINCTIVE, PSYCHIC PULL IT DOES NOT EVEN UNDERSTAND!

SHRRK

SKRAAK

SHEDDING SKIN AND SCALES AS IT BURROWS THROUGH THE EARTH ON A DIRECT LINE FOR--

--EMPIRE STATE HOSPITAL.

BEHOLD WHAT LITTLE IS LEFT OF THE MAN KNOWN ONLY--TO THE FEW WHO KNOW HIM--AS ARMSTRONG...

_A DEDICATED BODYGUARD FALLEN IN THE LINE OF DUTY.

BARELY BREATHING...

...BURNS OVER SIXTY PERCENT OF HIS BODY, AND MORE BONES BROKEN THAN NOT.

GOT HIM DOWN TO THIS BASEMENT LABORATORY JUST IN TIME!

DOCTOR NOAH PURL.

CHIEF ADMINISTRATOR OF E.S.H. BY TITLE, RESEARCH SCIENTIST BY NATURE.

A HEALER STILL TRUE TO HIS TRUST. A HERO BY CHOICE...

...AND CHANCE.

FINALLY REMOVED THE LAST OF THE BULLETS--AND I CAN'T AFFORD TO WASTE ANOTHER PRECIOUS SECOND...

BUT THE *REGENERATION TREATMENT* IS STILL SO RISKY...

AS BELOW...

...SO ABOVE.

A GAPING HOLE NOW SMOKES...

...WHERE A RECOVERY ROOM ONCE STOOD.

AND SHELL AND SHOT--ULTIMATE CONTINGENCY OPERATIVES OF THE FREELANCE TERRORIST GROUP CALLED SHADOWFORCE ALPHA--

--PROUDLY SURVEY THEIR WORK.

WELL FIRED, BROTHER.*

WHAT IS THAT OH-SO-AMERICAN EXPRESSION--"IF YOU CAN'T BEAT THEM..."

"BOMB THEM."

ONCE OUR COMRADES SIGNALED THEIR RETREAT...

...THE TARGET MUST HAVE BEEN ALONE IN--

THE CEILING...!

*AMAZING SPIDER-MAN SUPER-SPECIAL #1.--Tom

IN THE CEILING ALL RIGHT, BOYS...

... PROTECTED BEHIND THE *FASTEST* WEB ON THE *WEST* SIDE!

SHARD

WHO THE--?!

Stan Lee PRESENTS:

SCARLET SPIDER

"GROWING PAINS"-- PART 2

SURVIVE AND CONQUER

TERRY KAVANAGH	TOD SMITH	SAL BUSCEMA	CHIA-CHI WANG	KEN LOPEZ	TOM BREVOORT	DANNY FINGEROTH	BOB BUDIANSKY
WRITER	BREAKDOWNS	FINISHES	COLORIST	LETTERER	EDITOR	GROUP EDITOR	EDITOR IN CHIEF

THE SCARLET SPIDER--?!

ACCORDING TO THE NEWS, MAYBE.

'COURSE, I LIKE TO THINK I'M MORE THAN JUST A HEADLINE.

SOMETHING WITH A LOT MORE KICK!

KWOK

THE DRUGGED COLONEL RUDEV BROGA--

--AILING RULER OF A POLITICALLY UNSTABLE ISLAND OFF THE COAST OF SOUTH AMERICA--

ONLY SLIGHTLY LESS VALUABLE DEAD THAN ALIVE.

I'M THINKING OBITUARIES, SPIDER. YOURS AND HIS...

...OR THOSE UNFORTUNATES IN THE NEXT ROOM!

SOONER OR LATER, BIG SHOT-- MOST OF 'EM LATER...

CHT

--PROVIDED YOU DON'T GO JUMPING THE GUN HERE.

WHA...?!

P-PAR-PARALYZ--

SPIDER-STING PUTS YOU DOWN FOR THE DURATION, RUSSIAN...

"...BUT YOUR LITTLE POWER-PLAY BOUGHT BABY BRO A HEADSTART WITH THE GRAND PRIZE."

WHICH WAY DID THEY--

WHOA!

THE WORST OF THE WOUNDED ARE BEING EVACUATED, SPIDER...

...AND POLICE ARE ON THE WAY!

THEY'LL FIND ONE MERC OUT IN THE DEBRIS BACK THERE, AND ANOTHER WEBBED UP IN THE STAIR-WELL*--CALLS HERSELF BOMBARDIER--

*SINCE A.S.M. SUPER SPECIAL #1.--TOM

AND THE REST OF THEM NEVER LEFT THE BUILDING.

WE'VE GOT A FULL-BLOWN HOSTAGE CRISIS TWO FLOORS DOWN, HERO...

"...IN OPERATING THEATER EIGHT."

YOUNG DOCTORS GREG CHASEN AND RAYMOND CROW--ALONG WITH STUDENT-NURSE ELLEN GRANTZ--HAVE FACED DEATH MANY TIMES BEFORE...

...BUT NEVER THEIR OWN.

NEVER SO SQUARE IN THE EYE.

BE VERY CAREFUL WITH THOSE SCALPELS, KIDS...

...IF YE HAVE ANY HOPE OF OUTLIVING THE PATIENT.

TONIGHT, THEY ARE THE LAST CHANCE FOR A DANGEROUS STRANGER NAMED CORDITE--LEADER OF SHADOWFORCE ALPHA, WOUNDED DURING THE ATTACK--

--AND THE ONLY CHOICE FOR THE WOMAN WHO LOVES HIM...

...CLASH.

THIS WASN'T PART OF THE PLAN, PAL.

SHE'S OVER THE EDGE, AND DRAGGING THE REST OF US DOWN WITH--

NOT SO FAST, STAMPEDE.

WE MIGHT JUST TURN A PROFIT ON THIS OPERATION, AFTER ALL...

FLARE AND STAMPEDE WERE PARTNERS IN CRIME LONG BEFORE HOOKING UP WITH SHADOWFORCE...

...WATCHING EACH OTHER'S BACK ALWAYS, FIRST AND FOREMOST.

"...IF ANY OF US GET OUT ALIVE."

STICK CLOSE, COOPER...

THE BUGLE WILL NEED PICTURES FOR MY FRONT-PAGER.

JUST TELL ME WHERE TO POINT, MR. ELLIS.

THIS IS NUTS, GUYS.

YOU'RE DOCTORS--NOT SURGEONS!

AND WE'RE DEAD ON THE SPOT, EL'...

...SOON AS THE CRAZY REDHEAD FIGURES THAT OUT.

NOT IF I CAN HELP IT, FRIEND.

WHILE IN DR. PURL'S BASEMENT LABORATORY...

... A STRANGE GREEN GLOW-- REFLECTIONS OF AN EERIE EMERALD RADIATION-- CONSUMES ALL WITHIN.

AND IN THE HOSPITAL LOBBY...

NYP

NY

SQUADS BLUE AND GOLD, SECURE THE PERIMETERS!

SILVER FOLLOWS ME INTO THE ZONE, AND I WANT BLACK PREPPED TO DEFUSE--

N

--ON MY MARK...

BUT IN OPERATING THEATER EIGHT...

=URRK=

NO...

MISTAKE, DOCTOR.

YOUR LAST...

CHK

CAN'T WAIT ANY LONGER.

EVEN IF IT MEANS RISKING *EVERY*ONE JUST TO--

THE LIGHTS!?

"NIGHT-VISION SPECS DEPLOYED..."

...MOVE IN *FAST* AND *LOW*, SILVERS!

POWER'S TEMPORARILY *OUT*-- EXCEPT FOR LIFE-SUPPORT SYSTEMS--

"--THROUGHOUT THE WHOLE HOSPITAL."

NO!

THE PARTICLE-BOMBARDMENT *CAN'T* BE INTERRUPTED NOW-- *NOT* AT THIS DELICATE STAGE--

--ARMSTRONG'S CONVULSING...

...HE'S HAVING A MASSIVE SEIZURE!

THNP

WHAT THE H--?!

TOO LATE...

...HE'S FLAT-LINED!

HOLD IT, SQUAD--

--BACK-UP GENERATORS ARE KICKING IN ALREADY!

ADRENALINE WON'T DO THE TRICK ALONE.

WHMP

GOT TO JUMP-START HIS HEART MYSELF...

OUT OF MY FACE, SHELL--

--ONCE AND FOR ALL!

"... AND SOMETHING'S GOING DOWN IN THERE ALREADY."

BACK OFF AGAIN, TEAM.

POWER'S BACK TO STAY...

DIE, SPIDER!

GET REAL, BOOTS--

FWASH

--AND GET OVER YOURSELF!

NOOOOO!

KERAASH

TAKE HER, MEN...

"...AND READY THE GAS GRENADES."

SKRAASH

FLARE'S GOT BROGA BACK, BUT STAMPEDE AND SHELL ARE OUT FOR THE COUNT!

UNLESS...

THWIP

GOOD LORD.

YIIEEE...

NO FEAR, MA'AM...

...YOU'RE SAFE NOW.

DOWN FROM THERE, SPIDER-- DOUBLE-TIME--

--WE STORM IN TWO MINUTES!

NYPD

THWIP

MORE THAN I NEED, SARGE...

...TO TAKE OUT THE TRASH!

FWASH

CHOOT CHOOT

IMPACT-WEBBING WRAPS UP THE FIREBUG...

THWIP

... AND ONE LAST STING SHOULD--

TCHT

WRONG, PEST.

UHNN!

I ASSUME THE GOOD DOCTOR WILL RECOVER...?

YOU'RE QUICK ALL RIGHT, LADY...

...BUT NOWHERE NEAR ENOUGH TO--

DOESN'T HAVE TO BE...

TCHK

...LONG AS... WE'RE A TEAM.

CORDITE--!

BROGA'S STILL HELPLESS, SUCKER! YE MOVE A MUSCLE...

...HE'S EXTINCT.

TAKE IT LIKE A MAN, SPIDER...

WHAT ELSE CAN I--

KA

FOOM

RULES ARE CHANGING, CLASH--

--ARMSTRONG'S BACK--

--AND IT'S A WHOLE NEW BALL GAME!

WPH!

CHOOT

NICE ENTRANCE, COWBOY...

...STRONG STYLE, A CERTAIN BEAR-LIKE GRACE--

--PERFECT TIMING--

POOT

UFF!

--BUT IT'S ALL IN THE FOLLOW-THROUGH!

SOON AS I GET THE HOSTAGES CLEAR...

"...WE'LL FINISH UP HERE."

CHOOT CHOOT CHOOT

WE SNUFFED YOU ONCE, WATCHDOG...

...AN' YE'LL BE DEAD AGAIN A'FORE LONG!

BUT, I'LL BE FREE AS A--

THWPH

JAIL-BIRD.

GUESS I'M NOT SO EASY TO KILL ANYMORE, WITCH...!

THEN IT'S OUT OF ME HANDS, BOYOS--

--OUT OF ALL OUR HANDS NOW--

MINI-BOMBS, IN FACT.

'NOUGH FIREPOWER 'TWEEN US, HEROES...

...TO TAKE OUT HALF THIS HOSPITAL--

GRENADES!

--TOGETHER!

THWIP

THWIP

SNAGGED ALL THREE OF THE EXPLOSIVES, BUT...

REST IS UP TO ME, CHUM.

WAIT A-MINUTE!

ARE YOU--

BA WOOM

INSANE.

A TWELVE STORY FALL...!

KA-THOOM

INCREDIBLE!

WHAT HAPPENED UP THERE?!

IS ANYONE HURT? DEAD...?

WHY ARE THE TERRORISTS--

SLOW DOWN, SLOW DOWN...

COLONEL BROGA'S FINE--AND WE TOOK CARE OF SHADOWFORCE--BUT...

WHO ARE YOU?

NAME'S ARMSTRONG, I'M JUST--

JUST WHAT...?

A HERO? A CHAMPION? A WINNER TAKES ALL...

MR. STRONGARM!

NO, NO... THE NAME'S ARMSTRONG. AND I'M ONLY--

FAST, STRONG, AND INVULNERABLE.

SO FAR.

THE REST OF YOUR STORY SHOULD PROVE INTERESTING INDEED, STRANGER...

DEEP IN THE BLUE RIDGE MOUNTAINS OF DELAWARE-- SOMEWHERE ALONG THE APPALACHIAN TRAIL--

AROOO

--THE SILENCE SHATTERS FOREVER.

AND FRESH BLOOD FEEDS A FRENZIED FIGURE--

--WHEN THE LIZARD STALKS THE NIGHT--

--ONE LAST TIME...

NEXT

BIRTH OF A MONSTER!

MARVEL COMICS

VENOM SUPER SPECIAL

FEATURING

SCARLET SPIDER

PART 3

THE LIZARD LIVES!™

ST. PIERRE + BUCKINGHAM

PLUS: FABULOUS FLIP BOOK FEATURE:

PLANET SYMBIOTES!

AS WARM WAVES LAP SOFTLY AT THE SHORE OF A DARK AND DESERTED BEACH IN CENTRAL JERSEY--

--THE SAND BENEATH A SHADOWED BOARDWALK BEGINS TO SHIFT AND STIR...

...BEFORE ERUPTING INTO THE NIGHT.

HSSSS

AND SOMEWHERE STILL SOUTH OF NEW YORK-- BUT FAR CLOSER TODAY THAN YESTERDAY--

--THE LIZARD LURKS...

ARGGGG

"GROWING PAINS"--PART 3--

CREATURES ON THE LOOSE

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MANHATTAN...

Y BUG

NE 29, 1995

A HERO BOR

STRONGARM STOPS TERRORISTS, SAVES EMPIRE STATE HOSPITAL

American researc
attempted kidnapping
of an unnamed foreign
national by an elite
team of mercenari
known as shadow
risky efforts
of Doctor of
Noah Purl
Purl atten

egenerative research
now under investigation
from the American
al Association
known as
enari

PERFECT.

THE SCARLET SPIDER'S OLD NEWS IN THIS TOWN ALREADY. HARDLY ANY MENTION OF MY INVOLVEMENT IN LAST NIGHT'S RESCUE AT ALL...

...WHICH SUITS ME JUST FINE.

AILY
GLE

DAILY BUGLE

I GUESS.

SPENT SO MANY YEARS RUNNING IN THE SHADOWS THAT...

BEN REILLY...

GABRIELLE GREER--!?

...DIDN'T EXPECT TO CATCH YOU CRUISING THE CLASSIFIEDS AGAIN.

OKAY, I WON'T...

...YOU'LL SEE IT ALL ON THE NEWS FOR YOURSELF, SOONER OR LATER.*

* AND YOU SAW IT ALL IN THE LAST TWO SPIDER-CHAPTERS, TRUE BELIEVER--TOM.

BUT I GOT THE POSITION, BELIEVE IT OR NOT. LAB ASSISTANT TO DR. PURL HIMSELF.

HOW'S YOUR JOB-HUNT GOING?

MORE LIKE A VISION QUEST AT THIS POINT...

...WITH NO END IN SIGHT.

SO WHAT SAY YOU LET ME BASK IN YOUR SUCCESS AWHILE, REILLY...?

DON'T TELL ME SOMETHING WENT WRONG AT THE E.S.H. INTERVIEW YESTERDAY.

COOK YOU UP A CELEBRATION SUPPER THAT'LL MAKE US BOTH FORGET--

ABSOLUTELY NOT.

LIQUORS

RON

YOU'RE THE ONE WHO FOUND THE OPENING AT THE HOSPITAL FOR ME, GABBY. LEAST I CAN DO IS SPRING FOR A THANK-YOU DINNER AT THE DINER...

NO CAN DO, NEIGHBOR.

YOU HAVEN'T EVEN COLLECTED A PAYCHECK YET...

...AND I KNOW EXACTLY HOW PRECIOUS EVERY PENNY IS TO THE UNEMPLOYED.

THEN HOW AM I SUPPOSED TO REPAY YOU FOR ALL YOUR HELP SINCE I MOVED IN HERE...?

REILLY AND GREER, MY GOOD MAN.

I'MTHRILLEDFERYA.

EASY ENOUGH.

DON'T CALL ME "GABBY".

JUST BILLS, BILLS, AND--

--ANOTHER CREDIT CARD APPLICATION?

MUST BE ON THE SAME MAILING LIST, PAL O'MINE...

...BUT I GOT A LITTLE SOMETHING EXTRA IN THIS WEEK'S BAG.

AN OFFER YOU REALLY CAN'T REFUSE...!

ON THE BOARDWALK OF SEASIDE HEIGHTS...

SHK

UHRR

SHK

RUN FOR YOUR LIVES!

IT'S TOO FAST-- TOO FAST--

--IT'S KILLING US ALL...

HSSSS

NOT IF WE CAN HELP IT...

RRK!

SHKT

HRR...?

KZING

KPOW

KZING

...BUT OUR BULLETS ARE JUST *BOUNCING* OFF ITS SCALES, SARGE.

KPOW

KZING

KPOW

AND IT LOOKS LIKE IT'S *TENSING* TO--

GRAAOR!

SWAT

SHRRK

YIIEEE--!

SWAT

IN THE EMPTY SILENCE THAT FOLLOWS...

...THE LIZARD LEAPS FAR AND HIGH INTO THE LATE EVENING SKY.

HSSS

AND NEWLY GROWN SAILS OF SKIN CATCH SOFT CURRENTS OF COOL AIR--

--CARRYING HARDENED BUT HOLLOW BONES FASTER AND FARTHER THAN EVER--

PLSH

--BEFORE SLICING INTO THE WAITING WATERS OF THE NIGHT-BLACK ATLANTIC.

VANISHING INTO THE DARKEST DEPTHS, GUIDED BY WHISPERS FROM WITHIN...

...ON A STRAIGHT AND SURE MIGRATION TOWARD--

--NEW YORK CITY.

"SOME KIND OF ELECTRICAL FIRE IN THE THIRTEENTH-STORY UTILITY-CENTER, FAR AS WE CAN TELL. LADDERS ONLY REACH TO TEN, SIR...

...BUT SECURITY SIGNED IN AT LEAST SIX EARLY-WORKERS SCATTERED ABOVE--TWO ON FOURTEEN, THREE ON FIFTEEN, AND ONE ON SIXTEEN!

AND I JUST RECEIVED A REPORT OF TWO MORE MAINTENANCE MEN LAST SEEN ON--

"--THE THIRTEENTH FLOOR!"

SKRAASH

HANG ON, BOYS...

FAWOOM

BUT THE EXPRESS ELEVATOR DOWN--

...THE ENEMY'S HOT ON OUR TAILS!

--STOPS HERE.

"WEB-LINES WILL DROP YOU SAFELY TO THE GROUND WITHOUT ME...

...'CAUSE THE SCARLET SPIDER IS HOPPING OUT OF THIS FRYING PAN--

--AND RIGHT BACK INTO THE FIRE!

KE-RAASH

FOURTEENTH FLOOR'S FALLING APART ALREADY!

UHNN...

STREET-SIDE'S COMING DOWN AROUND OUR EARS...

...AND THE SURVIVORS ARE SWALLOWING SMOKE BY THE BUCKETS.

HKK HKK

BACK END OF THE BUILDING'S THEIR ONLY CHANCE--

WHO...?

--BUT THERE'S NO TIME TO BE NICE ABOUT IT!

AEEE!

IMPACT-PELLETS--

PWTH

PWTH

PWTH

--A BARRAGE OF 'EM--

THWPH

"...AND MEET THOSE TWO HALF-WAY!"

THWPH

THWPH

"--SHOULD RELEASE ENOUGH WEBBING TO BRIDGE THE GAP BETWEEN BUILDINGS...

THWPH

UHFF

"THREE MORE FROM THE FIFTEENTH FLOOR LEDGE...

"...AND THE LAST ONE FROM SIXTEEN."

"BETWEEN SMOKE AND SHOCK, NO ONE WILL EVEN REMEMBER I WAS HERE. BUT THE FIREMEN CAN DO THEIR JOB NOW...

...AND I CAN FINALLY GET TO MINE. LATE ALREADY FOR MY VERY FIRST DAY.

YAAAA--!

WHP

LUCKY FOR THESE FOLKS I'M STILL AFRAID TO TAKE A SUBWAY IN THIS TOWN...

DIX HILLS, LONG ISLAND...

...AFTER A LONG HARD DAY OF APOLOGIES AND PROMISES TO BE PUNCTUAL IN THE FUTURE.

SORRY, GREER...

...GUESS I SHOULD HAVE MENTIONED THE *BIKE* WHEN I ASKED YOU TO THE PARTY.

ARE YOU KIDDING--?!

I'M JUST SAVORING THE FEEL OF THE WARM WIND ON MY BARE SKIN FOR A MOMENT. RELISHING THAT *RUSH* OF SPEED--AND DANGER AND CONTROL FOR AS LONG AS I CAN...

...BUT I *AM* A LITTLE OVERWHELMED BY THE COMPANY YOU KEEP.

JOIN THE CLUB.

I HAD NO IDEA THE DOC WAS SO GRACIOUS TO HIS STAFF WHEN I SIGNED ON...

...OR THAT YOU LIKED MOTOR-CYCLES.

NEITHER DID I...

...UNTIL YOU INVITED ME.

C'MON, GREER, I'LL INTRODUCE YOU TO MY BOSS-- OUR HOST--

--DR. NOAH PURL HIMSELF.

BETTER WAIT A WHILE, REILLY. HE LOOKS KIND OF... BUSY RIGHT NOW.

AND SHE LOOKS FAMILIAR, BUT I CAN'T QUITE--

HANG ON--!

IS THAT REALLY...

ARMSTRONG, THE MEDIA'S PET "STRONGARM."

TONIGHT'S RECEPTION IS ACTUALLY IN HONOR OF DR. PURL'S SUCCESS WITH HIM DURING THE...

GREER...?

THE FUN HAS JUST BEGUN.

YOU GOT THAT RIGHT, SUGAR!

TONI MOORE--!

HERE'S YOUR DRINK, HON.

RICK, THIS IS BEN REILLY.

BEN JUST STARTED AT E.S.H. TODAY, AND WE MET ON THE ELEVATOR THIS MORNING--

THEN THE BEST THING WE CAN DO FOR THE NEW GUY NOW, TONI...

...IS LET HIM MINGLE.

RICK "RED" BARRON MAY HAVE A BAD REP AT THE HOSPITAL, BUT HE CERTAINLY HAS FINE TASTE IN...

...WOMEN!?

MARTHA CONNORS--

"--MRS. MARTHA CONNORS?--

"--THE LIZARD'S WIDOW...!"

DR. CONNORS-- CURT--WAS A FRIEND OF MINE, IN HIS OWN WAY...

...BUT LAST I READ HE WAS DEAD AND BURIED IN THE EVERGLADES, FALLEN IN BATTLE WITH SPIDER-MAN.

VRRR

"...BUT I CAN'T HELP WONDERING WHAT I'M LEAVING BEHIND THIS TIME."

WHO PUT THE ♫ BOMP IN THE BOOMP SHOO-BOMP SHOO-BOMP

I DON'T SEE ENOUGH OF YOU AND THE BOY ANYMORE, MARTHA.

EVER SINCE CURT...SINCE HE...

BILLY STILL ASKS ABOUT HIS "UNCLE NOAH" ALL THE TIME, YOU KNOW.

MAYBE YOU COULD DROP BY TO SAY HELLO.

LOST REILLY WHEN I STOPPED TO CHECK OUT THAT STRONGARM CHARACTER AND HIS ENTOURAGE.

BUT HE COULDN'T HAVE VANISHED INTO THIN AIR. AND HE WOULDN'T JUST ABANDON ME HERE...

...WOULD HE?

BEN REILLY'S A STRANGER, REALLY. I BARELY KNOW ANYTHING ABOUT HIM...

...YET.

EXCUSE ME...

:AHEM:

HELLO...?!

I'D LIKE TO TAKE THIS OPPORTUNITY :UHMM: TO THANK DR. PURL FOR THE RISKS HE TOOK TO SAVE MY LIFE--

:ERR: --TO SAVE THE LIVES OF ALL THE INNOCENTS THREATENED BY STRIKEFORCE ALPHA--

--AND TO TURN THE MIKE OVER TO THE GOOD DOCTOR HIMSELF...

CLAP CLAP

CLAP

THANK YOU...

...THANK YOU VERY MUCH.

BUT I ACCEPT THIS RECOGNITION ONLY WITH ALL DUE CREDIT TO THE ORIGINAL RESEARCH OF MY ERSTWHILE PARTNER--

--DR. CURT CONNORS!?

REEAAAR!

SHRAK

NEXT: THE PARTY'S OVER!

MARVEL COMICS

SPECTACULAR SPIDER-MAN SUPER SPECIAL

FEATURING

SCARLET SPIDER

PART 4 of FIVE

LIZARD KILL!

ST. PIERRE AND KOBLISH MAY '95

PLUS: FABULOUS FLIP BOOK FEATURE:

PLANET OF THE SYMBIOTES!

A SECLUDED ESTATE ON THE NORTH SHORE OF LONG ISLAND...

...WHERE FRIENDS AND EMPLOYEES GATHERED TONIGHT TO CELEBRATE DOCTOR NOAH PURL'S SUCCESS WITH A RADICAL NEW REGENERATION TREATMENT.

BUT WITH THE ARRIVAL OF ONE LAST UNINVITED GUEST--A REPTILIAN BEAST FROM THE DEEPEST DEPTHS--

--THE PARTY'S OVER...

RAOWR!

CLEAR THE ROOM, DOC--FAST!

YEAAA!

ARMSTRONG'S RIGHT! EVERYBODY OUT OF HERE--

--NOW!

RICK..?

PURL'S THE BOSS, TONI--

"--LET'S MOVE!"

NO...

WHOA, BOY, WHOA!

LONG AS THIS MONKEY'S ON YOUR BACK, YOU'RE NOT GOING ANYWH--

ERRK!

SHLK!

KROOM!

:uhhf:

OH GOD...

WHAT *IS* THAT THING?!

HSSS!

WHAT IS IT *DOING*-?!

THE STRANGE CREATURE SIMPLY **SCANS** THE SCENE SLOWLY, SEEKING--**SEARCHING** WITH ALL ITS SENSES--FOR SOMETHING...

...OR SOMEONE SPECIFIC.

IT C-CAN'T BE...

NOT AGAIN.

NOT AGAIN...

MARTHA CONNORS SUDDENLY FREEZES AT THE AWFUL POSSIBILITY STARING HER RIGHT IN THE EYE...

...EVEN AS THE **REST** OF THE PANICKED CROWDS **SCATTER** OUT INTO THE NIGHT.

AND ONE LONE MAN RACES BACK THROUGH THE SCREAMS AND SHOUTS, DESPERATELY HOPING TO REACH THE OBVIOUS SOURCE OF TROUBLE...

AIIEEEE!

VRRRMM!

...BEFORE IT'S TOO LATE.

HRR!

...CURT?

CURT...?

CURT CONNORS--?!

THE LIZARD!?

IT IS YOU, ISN'T IT...

AT THE SOUND OF ITS OWN NAME--OR PERHAPS THE PARTICULAR VOICE THAT SPOKE IT--THE MONSTER TENSES TO SPRING...

...BUT--

WMPH!

INTERCEPTION...

...FUMBLED.

REEAK!

CLAWS ÷uhnn÷ PINNING ME DOWN SOLID.

ALL MY STRENGTH *USELESS*...

...WITHOUT LEVERAGE!

GRAOWR!

GOING TO ÷uhhf÷ *SKEWER* ME THIS TIME...

FROM THE *SOUND* OF THINGS IN THERE ALREADY--

VRRRM!

"--I BETTER NOT *WAIT* FOR VALET PARKING."

SKREEE!

AND THE DRESS-CODE JUST WENT *OUT* THE WINDOW...

...TO MAKE ROOM FOR--

SKRAASH!

"GROWING PAINS" PART 4

"PARTY MONSTER"

HSSSS!

THE SCARLET SPIDER?!

TERRY KAVANAGH — writer
CLAUDE ST. AUBIN — penciler
RALPH CABRERA with
MATT ROBERTSON — inkers
CHIA CHI WANG — colorist
OAKLEY/N.J.O. — letterers
TOM BREVOORT — editor
BOB BUDIANSKY — editor in chief

NOT SO LOUD, BIG GUY!

I'M HOPING THE NAME WON'T--

THWIP!

"--STICK"

THWIP!

ARROO!

BUT THE *DAILY BUGLE* WILL DO *ANYTHING* FOR A HEADLINE.

KNOW WHAT I MEAN...

"...STRONGARM?"

KEEP YOUR DISTANCE, SPIDER!

THOSE *TALONS* ARE--

SHRRRRK!

"--RAZOR-SHARP."

THING'S REACTING LIKE SOME KIND OF CORNERED RAT.

SCRAMBLING STRAIGHT UP THE WEB-LINE SO FAST--

--TOO FAST--

GREAAR!

--RIGHT FOR MY THROAT!

JAWS WILL SNAP MY HEAD OFF AT THE SHOULDERS...

;whhw;

...IF ITS BREATH DOESN'T KILL ME FIRST!

NOBODY TO BLAME BUT *MYSELF.*

COULD BE HALFWAY HOME BY NOW IF I HADN'T DECIDED TO COME *BACK* FOR...

RAOWR

SHRRK!

...GABRIELLE GREER!

DIRECTLY *BELOW--!?*

NO PROBLEM...

...THE LADY'S UNDER *MY* PROTECTION!

LOOK OUT!

YOU'RE IN *GOOD* HANDS N--

--OWW!

SKREEA!

TELL THAT TO FANG-FACE, HERO--!

THIS BRUTE'S *OUT OF CONTROL.*

HRRR!

NOTHING MORE THAN A *WILD ANIMAL* THAT NEEDS TO BE *PUT DOWN* FOR THE COUNT...

I'M RIGHT BEHIND YOU, SPIDER!

SOON AS I GET THE WOMAN TO SAFETY, WE'LL *DEAL* WITH THE LIZARD ONCE AND--

LIZARD!?

THE MAN I KNEW AS CURT CONNORS...?!

BUT THERE'S NOT A *TRACE* OF HUMANITY LEFT IN ITS--*HIS*--EYES...

"...I COULD HAVE KILLED HIM!"

THWIPH!

THWIPH!

IMPACT WEBBING WILL HAVE TO HOLD OFF C.C. LONG ENOUGH FOR--

KROOOM!

NO...

NOOO--!

THIS WAY, MARTHA...

...I'VE GOT YOU!

GREARRK!

SHRRK!

"BUT NOBODY'S GOT THE GREEN GIANT ANYMORE, GIRL..."

...FOLLOW THE DOC!

RICK, WAIT!

--RUBBLE...

AIEEE!

THERE'S TOO MUCH--

GRR!

WHAT NOW...?!

HE'LL *TEAR* TONI TO SHREDS IF I EVEN--

LIZARD!

LOOK AT ME, MONSTER-- ME--

--I'M THE ONE YOU *REALLY* WANT!

WHAT DO YOU THINK YOU'RE *DOING*, ARMSTRONG...?!

SNF! SNF!

"DON'T KNOW *HOW* I KNOW, SPIDER--"

--JUST *FEEL* IT IN MY BLOOD SOMEHOW--

--BUT THE LIZARD *WON'T* PASS UP A CHANCE FOR A PIECE OF *ME!*

uhh...

GREAT PLAN, PAL.

THE GREEN GIANT'S *FINISHED* WITH HIS HOSTAGE NOW...

THWIP! THWIP!

...SO HE'S TRYING TO KILL *TWO* BIRDS WITH ONE STONE'S THROW.

HSSS!

"YOU'RE ON YOUR *OWN* FOR A SEC, BLONDIE--"

WHFF!

--CALL IT A *FIELDER'S CHOICE.*

KARDOOM!

SKREAA!

YEAARG!

GOOD LORD...

IT *GUTTED* STRONGARM!

GET BACK--!

LET THE *POLICE* HANDLE IT!

"*WISH*FUL THINKING, FOLKS."

THE *LIGHTS* ARE BLINDING HIM--THE SIRENS AND SHOUTS *CONFUSING* HIM--

PHT!

PHT!

--BUT MY *STINGERS* CAN'T EVEN PENETRATE LIZZIE'S SCALES...

SKRRT!

SKRRT!

"...AND HE'S *BURROWING* AWAY ALREADY."

TOO QUICK FOR ME TO CATCH UP FROM HERE.

PHT!

"BUT HE'S DRAGGING THE DIRT BACK IN BEHIND HIM..."

JUST ENOUGH TIME TO *TAG* HIS TAIL--

--WITH A *MINIDOT TRACER.*

...SO I WON'T BE ABLE TO PICK UP LIZ'S TRAIL UNTIL HE *SURFACES* AGAIN.

WHEN HE'S GOOD AND *READY.*

STRONGARM--!?

BACK OFF, EVERYONE! GIVE THE MAN SOME *BREATHING ROOM!*

IS HE...?!

NOT JUST YET.

A12

AUTHORITIES HAVE EVERYTHING UNDER CONTROL HERE NOW...

"...THIS IS A JOB FOR BEN REILLY."

TONI MOORE AND RICK BARRON SURVIVED, AT LEAST--

--AND MARTHA CONNORS IS BOUND TO GET A POLICE ESCORT HOME TO TOMMY, UNDER THE CIRCUMSTANCES--

--BUT THERE'S NO SIGN OF GREER OR...

BENJAMIN!

...DR. PURL!?

ABOUT TIME, YOUNG MAN...

...I COULD USE SOME HELP IN HERE.

SHE'LL BE FINE, BOY. NOTHING MORE THAN A BUMP ON THE HEAD...

KLK

"...WE'RE JUST TAKING HER TO THE HOSPITAL FOR SOME PRE-CAUTIONARY X-RAYS."

AROOO!

"I'M FAR MORE CONCERNED WITH OUR OTHER PATIENT OF THE HOUR..."

HOW--?

HOW COULD THIS HAPPEN...

GABRIELLE...

...WHAT'S WRONG?! ARE YOU HURT? DID HE--

...STRONGARM'S SUPPOSED TO BE *INVULNERABLE*?!

NOT TO THE LIZARD, APPARENTLY-- AND I HAVE A THEORY ABOUT THAT--

--BUT FIRST THINGS FIRST.

ARMSTRONG'S IN A STATE OF *SHOCK*, HIS SYSTEM'S SLOWED.

UNTIL THIS COAGULANT CIRCULATES, YOU'LL NEED TO APPLY A STEADY PRESSURE...

BETWEEN THE WOUND AND THE HEART--

--TO STAUNCH THE FLOW OF BLOOD--

--LONG ENOUGH FOR HIS OWN *REGENERATION FACTOR* TO KICK IN AGAIN.

OR UNTIL WE REACH...

"...EMPIRE STATE HOSPITAL."

MOORE AND BARRON CAN HANDLE THE RECOVERIES FROM HERE, BENJAMIN...

...I'M LOOKING FORWARD TO HEARING MORE ABOUT YOUR MEDICAL TRAINING.

LIKE I TOLD YOU DURING THE JOB INTERVIEW, DOCTOR...

...I'VE PUT IN MY SHARE OF TIME IN EMERGENCY-ROOMS.

SO YOU SAID, BUT--

DR. PURL...?

DETECTIVE SLOANE CHASE, N.Y.P.D.

SOME PARTY, DOC.

CARE TO SHARE THE DETAILS...?

OF COURSE, DETECTIVE, BUT THE SARCASM IS UNNECESSARY.

CURT CONNORS AND I WERE *LAB PARTNERS* MORE YEARS AGO THAN I CARE TO REMEMBER.

EVEN AFTER CURT'S ORIGINAL TRANSFORMATION INTO THE LIZARD, I CHOSE TO *CONTINUE* OUR RISKY REGENERATION RESEARCH...

"...BUT IT WAS ALL COMPLETELY LEGAL AND ETHICAL. I WAS MERELY CARRYING ON AN OLD FRIEND'S WORK.

"IN FACT, THE *APPLICATION* OF THOSE THEORIES IS WHAT SAVED YOUNG ARMSTRONG'S LIFE A FEW DAYS AGO--AND GRANTED HIM THE POWERS OF STRONGARM--*

"--EVEN IF CURT HIMSELF WAS IN NO POSITION TO APPRECIATE OUR SUCCESS. ACCORDING TO REPORTS, THE LIZARD WAS *BURIED ALIVE* IN THE FLORIDA EVERGLADES SOME MONTHS AGO...**

"...APPARENTLY *MUTATING* STILL FURTHER IN HIBERNATION."

AND I SUSPECT HE WAS EVENTUALLY *DRAWN* TO ARMSTRONG'S NEW CHEMICAL SIGNATURE BY SOME KIND OF--FOR WANT OF A BETTER TERM--

* IN SPIDER-MAN SUPER SPECIAL #1--TOM.

** WEB OF SPIDER-MAN #110--TOM.

SO WHERE'S THE BLOND BOY SCOUT NOW?

--"ANIMAL MAGNETISM".

AFRAID MR. ARMSTRONG *CHECKED* OUT WITH ANOTHER PATIENT--I BELIEVE HER NAME WAS GREER--SHORTLY AFTER WE ARRIVED.

THEN THE WIDOW CONNORS IS *NEXT* ON MY SHOPPING LIST.

IN THAT CASE, I'D LIKE TO COME ALONG...

"...I IMAGINE MARTHA COULD USE A *FRIEND* ABOUT NOW."

THWIP!

I HAVE NO RIGHT TO FEEL POSSESSIVE ABOUT GREER. NO RIGHT TO FEEL *ANY*THING, REALLY.

I *BARELY* EVEN KNOW THE WOMAN YET.

IT'S JUST THAT I WAS HOPING... WISHING, I GUESS...

WHO *CARES* ANYWAY--?!

BEST NOT TO THINK ABOUT GREER AND ARMSTRONG.

TOGETHER.

AT HER PLACE. OR HIS. OR...

WHAT?!

THAT I MIGHT BE ABLE TO *START OVER* AGAIN HERE?

BEGIN SOME KIND OF *NORMAL* LIFE, SOME SOLID RELATIONSHIPS WITH A CHANCE FOR THE FUTURE...?

GET REAL, REILLY.

LIGHTS ARE ON IN THE CONNORS' APARTMENT ALREADY--

--MAYBE THERE'S SOMETHING I CAN DO TO HELP MARTHA AND BILLY BEFORE...

SPIDER-MAN?

TWPPT!

NO.

THE CONNORS ARE DESPERATELY TRYING TO CLOSE THE DOOR ON THEIR PAST.

THWIP!

AND I'M JUST LOOKING FOR ANY EXCUSE NOT TO GO HOME...

...SUCH AS IT IS.

SPIDER-SENSE WOULD WARN ME IF ANYONE'S WATCHING MY APPROACH.

STILL HAVE TO PASS GREER'S WINDOW TO GET TO MINE, BUT I DON'T HAVE TO LOOK--

--IF I DON'T WANT TO KNOW...

NEXT : THE LIZARD'S LAST STAND!

COMICS

WEB OF SPIDER-MAN SUPER SPECIAL

#5

SCARLET SPIDER

THE THRILL OF THE

PLANET OF THE SYMBIOTES!

ST.PIERRE -95
+
RE

EMPIRE STATE HOSPITAL NEVER CLOSES.

TWENTY-FOUR HOURS A DAY, SEVEN DAYS A WEEK, FIFTY-TWO WEEKS A YEAR, NEW YORK CITY'S PREMIERE MEDICAL CENTER HANDLES ACCIDENTS AND AILMENTS:--

--DISORDERS AND DISEASE, EMERGENCIES AND EPIDEMICS, ILLNESS AND INFIRMITIES-- WITHOUT AN END IN SIGHT.

TYPICAL MANAGEMENT BY CRISIS...

...AND JUST ANOTHER DAY IN THE LIFE OF THE STAFF-ASSISTANT KNOWN AS BEN REILLY.

COMPLETELY WASTED.

AND NOTHING BUT ANOTHER TWELVE-HOUR SHIFT TO LOOK FORWARD TO IN THE MORNING.

GROWING PAINS-- PART 5:

WHERE MONSTERS DWELL

TERRY KAVANAGH WRITER
ROGER ROBINSON PENCILER
SALEEM CRAWFORD INKER
CHIA-CHI WANG COLORIST
LORETTA KROL LETTERER
TOM BREVOORT EDITOR
BOB BUDIANSKY EDITOR IN CHIEF
MALIBU COMPUTER COLOR

OH, GREAT.

LAST THING I NEED IS MORE TROUBLE WITH THE RESIDENT ATTITUDE-- RICK BARRON--

--BUT IF I PLAN ON STICKING AROUND FOR A WHILE, I'LL HAVE TO *BREAK* THE ICE SOONER OR LATER.

TOUGH NIGHT, HUH...?

BETWEEN THE LIZARD'S ATTACK ON DOC PURL'S PARTY* AND THAT GAS MAIN EXPLOSION DOWNTOWN THIS AFTERNOON...

X CHAPTER 4 IN SPECTACULAR SPIDER-MAN SUPER SPECIAL #1.--TOM

...THE RECOVERY WARD'S PACKED TO CAPACITY ALREADY.

I DON'T KNOW ABOUT YOU, RICK, BUT--

MY FRIENDS CALL ME "*RED*", REILLY.

IT'S NURSE BARRON TO YOU.

THE PRIVATE OFFICE-LAB OF THE HOSPITAL'S CHIEF ADMINISTRATOR--

--DR. NOAH PURL.

CAN'T AFFORD TO WASTE ALL THIS TIME ON PAPERWORK...

...BUT I'VE GOT TO GET MY NOTES INTO SOME SEMBLANCE OF ORDER BEFORE TOMORROW'S BOARD MEETING.

THE A.M.A.* HAS A LOT OF QUESTIONS ABOUT THE *EXPERIMENTAL RE-GENERATION PROCESS* I USED TO SAVE ARMSTRONG'S LIFE DURING THE TERRORIST STRIKE LAST WEEK.**

AND I'M QUITE SURE MY CAREER IS RIDING ON THE *RIGHT* ANSWERS.

* AMERICAN MEDICAL ASSOCIATION/ ** CHAPTER 2 IN SPIDER-MAN SUPER-SPECIAL # 1.-- TOM

DESK-DOCTORS TEND TO FROWN ON UNTESTED PROCEDURES APPLIED TO HUMAN SUBJECTS-- WITH GOOD REASON, I ADMIT--

--BUT I *KNOW* I DID THE RIGHT THING, NO DOUBT IN MY MIND.

THE *END* VERY DEFINITELY JUSTIFIED THE MEANS, IN THIS CASE.

I LIKE TO THINK *DR. CONNORS* HIMSELF-- *CURTIS*--WOULD BE PROUD OF WHAT I'VE ACCOMPLISHED WITH HIS ORIGINAL RESEARCH...

...IF THERE WERE ANYTHING LEFT OF MY OLD LAB-PARTNER IN THAT MONSTER THEY CALL THE *LIZARD*.

ONE FLOOR DOWN...

OOO-KAY.

THAT WASN'T EXACTLY THE BONDING EXPERIENCE I WAS HOPING FOR...

...BUT I DON'T REALLY HAVE TIME FOR CHIT-CHAT ANYWAY.

I SHOULD BE OUT LOOKING FOR THE *SPIDER-TRACER* I PLANTED ON THE LIZARD BEFORE HE VANISHED INTO THE--

SNIP

TONI MOORE...

... IN THE MEN'S LOCKER ROOM!?

DON'T PANIC, BIG-BOY. THERE'S NOTHING HERE I HAVEN'T SEEN BEFORE...

...JUST A LOT *MORE* OF IT, APPARENTLY.

I STOPPED BY TO CATCH A RIDE HOME FROM RICK WHEN HE'S READY.

HE'S ST-STILL IN THE SHOWER, BUT--

NO PROBLEM...

... I'LL WAIT.

B-BUT--

SPIDER-SENSE SUDDENLY BLARING A WARNING...

"...DIRECTLY ABOVE."

THE LIZARD COMMANDS THE NIGHT.

BUT INSTINCT COMMANDS THE LIZARD.

REEAOWR--!

SKRAAK

ROARING ITS RAGE INTO THE SHADOWS, THE CREATURE FLAILS FURIOUSLY AT THE TRAPPINGS OF THE COLD SCIENCE IT LOATHES AND FEARS--

THE VERY CHEMICALS AND CALCULATIONS THAT CREATED IT--

--AND GOES STRAIGHT FOR THE THROAT OF THE BLEEDING AND BATTERED SCIENTIST HIMSELF.

KARDOM

PUT HIM DOWN, GREEN-GENES!

NOW!

OR I PUT YOU DOWN...

...PERMANENTLY.

HRR...?

ALTHOUGH THE SCARLET SPIDER'S WORDS MAY BE MEANINGLESS TO THE MONSTER--NOTHING MORE THAN JABBERING GIBBERISH IN A LANGUAGE LONG LOST TO IT--

--THE TONE IS ALL TOO CLEAR...

...AND THE ACTIONS INESCAPABLE.

I DON'T *WANT* TO HURT YOU, DR. CONNORS, PLEASE BELIEVE ME.

BUT I JUST CAN'T LET YOU--

HOLY--!

THING'S TAIL *BROKE* RIGHT OFF IN MY HANDS LIKE A... A...

...LIZARD.

SNAP

SOME KIND OF NATURAL *DEFENSE MECHANISM*-- PROBABLY A LOT LESS PAINFUL THAN IT LOOKS--

--AND THE *LEAST* OF MY CONCERNS RIGHT NOW.

PURL'S IN SHOCK, HIS PULSE *FADING* FAST...

KRASH

GRRRR

UH-OH!

LIZZIE'S UP AGAIN--

--AND RUNNING.

TRACER'S STILL STUCK TO THE TAIL HE'S LEAVING BEHIND, SO I'LL *LOSE* HIM IF I DON'T FOLLOW NOW...

NO REAL CHOICE.

...BUT PURL'S *STOPPED* BREATHING ALREADY.

C'MON DOC, BREATHE...

...BREATHE!

MOMENTS LATER...

KEEP HIM *ALIVE* LONG ENOUGH FOR THE MEDICS TO ARRIVE...

THE REST IS UP TO THE PROS.

NOAH'S BEEN **GOOD** TO ME SINCE I GOT THIS TEMP JOB AT E.S.H.-- FINDING A POSITION FOR ME IN HIS OFFICE, EVEN INVITING ME TO HIS PARTY--

--I WASN'T ABOUT TO ABANDON HIM WHEN HE NEEDED ME MOST.

THWIP

AT HIS SPEED, HE COULD BE HALFWAY TO HOBOKEN ALREADY. OR CROUCHING RIGHT UNDER MY NOSE, CAMOUFLAGED TO MATCH HIS SURROUNDINGS.

NOT THAT I DON'T ENJOY *WEB-SWINGING* THROUGH THE BIG APPLE AGAIN--A LITTLE TOO MUCH FOR MY OWN GOOD, I SUSPECT--

--BUT I'VE **GOT** TO COME DOWN TO EARTH SOONER OR LATER.

EVEN THOUGH IT **COST** ME THE LIZARD AGAIN, WITH NO IDEA HOW TO FIND HIM NOW.

SO MUCH HAS HAPPENED SINCE I FIRST CHECKED INTO THIS FLEABAG.

MADE A NEW FRIEND NEXT DOOR-- OR *THOUGHT* I DID, AT LEAST--

--AND *LOST* THE PERSON IN THE WORLD WHO MEANT THE MOST TO ME.

AUNT MAY.

NOT TO MENTION THE UNBELIEVABLE DISCOVERY THAT I'M *NOT* THE CLONE I THOUGHT I WAS. *

AFTER ALL THESE YEARS, TO FIND OUT THAT I REALLY *AM* THE ONE AND ONLY ORIGINAL *PETER PARKER*...

STILL HAVEN'T EVEN *BEGUN* TO DEAL WITH THAT ONE YET.

*SEE SPECTACULAR SPIDER-MAN # 226.--TOM

BEST TO FOCUS ON THE *BASICS* FIRST, START REBUILDING MY LIFE FROM THE GROUND UP.

NOW THAT I'VE GOT A JOB-- SUCH AS IT IS-- THE NEXT STEP IS FINDING AN *APARTMENT* I CAN AFFORD...

BUGLE

OH, GREAT.

CAN'T HELP NOTICING THAT ARMSTRONG GETS ALL THE HEADLINES...

...WHILE THE SCARLET SPIDER'S INVOLVEMENT IS RELEGATED TO A *SINGLE* PARAGRAPH ON PAGE EIGHT.

...trongarm?-Story below

...GLE 50¢

...Y OF BUGLE

THE NEWSPAPER REVEILLE™

Partly cloudy chance of snow High 25-30 Details p 2

LIZARD'S RAMPAGE!

Strongarm Saves Day

by Richard Johnson
Freelance

GUESS IT'S BETTER THAN THE PUBLICITY I'M *USED* TO GETTING FROM THIS RAG.

BUT JAMESON'S OBVIOUSLY STILL GOT A BUG UP HIS NOSE ABOUT *MASKED* HEROES...

...AND I STILL RESENT IT.

NOTHING MORE ABOUT THE LIZARD IN HERE, EXCEPT A COUPLE OF SCATTERED SIGHTINGS JUST BEFORE DAWN-- ALL HEADING *NORTH* FROM MIDTOWN--

--AND SOME COLOR PIECES ABOUT THE CHARACTERISTIC *PATTERNS* OF HIS COLD-BLOODED COUSINS.

Photo / Wesley Robinson

BIOLOGICAL HABITS OF LIZARDS

by John Verdugo
Staff Writer

THEIR CUSTOM OF GOING TO GROUND IN GREENERY WHEN WOUNDED, HIDING UNTIL...

STRONG ARM CUTS MOVIE DEAL

Dear Abby
LEARN HOW TO NOT GO NUTS ON A DEADLINE

PUBLIC Eye
BY IDALIA ROBINSON

HOT NEW ARTIST AT NYC's HOTTEST CLUB

WHAT THE--?!

STALLONE, SCHWARZENEGGER FIGHT OVER RIGHTS for HOWARD THE DUCK

GREER...

...THAT'S GABRIELLE GREER!?

KNEW SHE LEFT THE HOSPITAL WITH ARMSTRONG LAST WEEK-- AND I THOUGHT I MIGHT HAVE SEEN HIM IN HER WINDOW THAT NIGHT-- BUT I WAS *HOPING*...

KNOK KNOK KNOK

GREER?

GABBY, YOU *IN* THERE--?

SHE *CAN'T* HAVE GONE OUT YET.

IT'S SO *EARLY* IN THE MORNING, SHE'S GOT TO BE HOME.

UNLESS...

AFTER A SHORT TRIP TO THE HOSPITAL REGISTRAR'S OFFICE...

STILL DON'T KNOW *WHY* I'M DOING THIS-- IT'S NONE OF MY BUSINESS, REALLY--

--BUT I *HAVE* TO KNOW.

PENTHOUSE DUPLEX IN THE BEST PART OF TOWN PROVES HOW WELL IT PAYS TO BE POPULAR.

EASY ENOUGH TO ACCESS ARMSTRONG'S *ADDRESS* FROM HIS MEDICAL RECORDS...

...NOW COMES THE *HARD* PART.

SPOTTED *TWO* FIGURES INSIDE FROM ACROSS THE STREET...

...AND I RECOGNIZE GREER'S *VOICE*, BUT I CAN'T SEE HER FROM THIS ANGLE.

PROBABLY FOR THE *BEST*, ACTUALLY.

I'VE ALREADY SEEN WAY MORE THAN I EVER WANTED TO.

BUT *HE* SAW ME OUT HERE, AS WELL. I'M SURE OF IT.

MIGHT AS WELL HEAD UP TO THE *ROOF*-- GIVE THE MAN A FEW MINUTES TO GET DECENT--

"--AND PREPARE MY PITCH."

I DON'T MEAN TO RUSH YOU, GABRIELLE, BUT IF WE'RE THROUGH HERE...

OF COURSE. I APOLOGIZE FOR TAKING UP SO MUCH OF YOUR TIME, MR. STRONGARM--

ARMSTRONG TO FRIENDS, GABE. JUST ARMSTRONG.

I CAN'T TELL YOU HOW MUCH I *APPRECIATE* YOUR COOPERATION, FRIEND...

...MODELING YOUR ARTIFICIALLY-PERFECT BODY FOR ME IN THIS NATURALLY-PERFECT MORNING LIGHT.

HOT SUBJECT LIKE YOU, I MIGHT EVEN *SELL* A CANVAS OR TWO FINALLY.

PUBLICITY WORKS BOTH WAYS, LADY.

I'M LOOKING FORWARD TO SEEING YOUR FINISHED WORK.

I'LL CALL YOU SOON.

IF NOT...

CONSIDER IT A *PROMISE.*

OF SETTING A *TRAP* FOR THE LIZARD-- COOKING UP AN OLD-FASHIONED AMBUSH--

--WITH A HEAPING HELPING OF BLONDE AND BLUE-EYED *BAIT?*

JUST TELL ME WHERE AND WHEN, SPIDER...

"...YOU'LL HEAR FROM ME."

ABOUT TIME, HERO.

SORRY FOR THE INTRUSION, BUT I WAS THINKING...

MIDNIGHT...

...NEAR THE SOUTHEAST CORNER OF CENTRAL PARK.

ZOO

"FROM WHAT HE TOLD ME--THE DIRECTION THE LIZARD WAS LAST SEEN HEADING AND ALL--THE SPIDER'S THEORY ABOUT THIS ZOO MAKES A LOT OF SENSE."

AND MY INSTANT REPUTATION WAS ALL IT TOOK TO GET US IN AFTER CLOSING.

HSSS

STILL CAN'T BE SURE THAT FREAK WILL COME *AFTER* ME AGAIN...

GRRR

...BUT THE ANIMALS ARE CERTAINLY RESTLESS ENOUGH, AS IF THEY SENSE SOMETHING IN THE AIR TONI--

WHOA!

HE'S *HERE*, ALRIGHT...

REEOWR--!

SKRAAK

...THE LIZARD'S HERE!

GOOD LORD!

THING'S SO FAST...

...IT'LL TEAR ME TO SHREDS BEFORE--

OUT OF HIS FACE, FIN-HEAD!

SHOULDN'T GO BITING OFF--

SNIK

--MORE THAN YOU CAN CHEW!

POOM

THANKS FOR THE ASSIST, SPIDER...

...I'LL TAKE IT FROM HERE!

SHRRK

NO..!

YOU KNOCKED HIM TOWARD THE CAGES!

NOW THAT HE KNOWS HE'S OUTNUMBERED, HE'S BOLTING AGAIN...

...RELEASING THE PREDATORS TO SLOW US DOWN.

LIONS AND TIGERS AND BEARS.

OH MY.

PHT

STINGERS WILL PUT A COUPLE OF THE WILD BEASTIES TO SLEEP...

"...WHILE STRONGARM SHOWS OFF FOR THE OTHERS.

REQUIR

WHUP

"DRAGON-DOC'S STILL CANNIER THAN HE LOOKS, SPLITTING US UP AGAIN--

--SO HE CAN LURE US ONTO *HIS* TURF ONE AT A TIME.

REPTILE ROOM

I CAN FEEL THE HOT, HUMID AIR FROM HERE ALREADY...

"...BUT IT'S GIVING ME AN IDEA."

GRRR

FOUND EVERYTHING I WAS LOOKING FOR BACK IN THE *UTILITY CONTROL ROOM.*

AND IF I REMEMBER MY HIGH-SCHOOL ZOOLOGY CORRECTLY...

...THE PUMPED-UP AIR-CONDITIONING SHOULD SLOW THE LIZARD DOWN--

--HOPEFULLY MAKE HIM SLUGGISH ENOUGH--

HSSS

THWIP

THWIP

--TO EVEN THE ODDS!

WEB-BALLS BOUGHT ME ENOUGH DISTANCE...

...TO CHILL OUT!

FWOOSH

SHREE!

DESPITE THE COMBINATION OF COLDS-- AND THE BATTERING HE'S TAKEN RECENTLY--

--THAT CHEMICAL FOAM *WON'T* KEEP LIZZIE FROZEN FOR LONG...

SKRAAK

...UNLESS *THIS* WORKS.

THWIP

YES..!

FINALLY.

WEBBING WILL *TRAP* THE ICE AROUND HIS BODY--

--SAP WHAT'S LEFT OF THE POOR GUY'S STRENGTH--

"--UNTIL THE AUTHORITIES GET HERE."

I TRUST YOUR PEOPLE CAN HANDLE THE CLEAN-UP, OFFICERS...?

WUP

WUP

WUP

SURE, FINE-- WHATEVER YOU SAY, STRONGARM--

--CODE: BLUE'S ON THE WAY.

THEY'RE GONNA HAVE A COUPLE QUESTIONS FER YA, O' COURSE, AND THE PRESS IS ALREADY DEMANDIN' EQUAL TREATMENT...

WRONG MAN, WRONG TIME.

YOU'LL FIND THE LIZARD UNCONSCIOUS WITHIN THE REPTILE HOUSE--

?

"IN NEED OF IMMEDIATE TRANSPORT TO THE VAULT--

"--THANKS TO THE SCARLET SPIDER."

I DON'T UNDERSTAND.

FONEY

CAN'T LET MRS. CONNORS AND BILLY HEAR THIS NEWS FROM A STRANGER...

"...WHY DON'T THEY ANSWER?"

BRRRNG BRRNG BRRNG

SUNRISE...

...IN THE BEST ROOM EMPIRE STATE HOSPITAL HAS TO OFFER.

I KNOW YOU CAN'T HEAR ME, NOAH--

--DOCTORS WON'T EVEN PREDICT WHEN OR IF YOU'LL COME OUT OF THIS COMA--

--BUT IT'S ALL OVER NOW.

I HELPED PUT THAT BLOODTHIRSTY MONSTER *AWAY* AGAIN, WITH THE POWER *YOU* GAVE ME, THE POWER THAT SAVED MY LIFE--

--EVEN IF I FAILED YOU...

I HAVE TO BELIEVE YOU'RE *WRONG* ABOUT THAT, MR. ARMSTRONG.

WAY I SEE IT, YOU AND I SAVED A LOT *MORE* POTENTIAL VICTIMS FROM THE LIZARD'S RAGE LAST NIGHT.

AND THE GOOD DOCTOR CAN BE VERY *PROUD*...

END.

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WEB OF SPIDER-MAN®

WHO WILL WEAR THE WEBS?

EXILED Part 1 of 4

STEVEP 95

SHE LOSES HERSELF THIS WAY; DANCING WITH THE DARKNESS, SLIPPING BETWEEN THE NIGHT--

--WRAPPING HERSELF IN THE VELVET EMBRACE OF THE EVENING--LETTING BOTH HER MIND AND HER BODY WANDER WHERE THEY WILL...!

HER NAME IS FELICIA HARDY, AND AT THIS MOMENT, SHE IS AGILITY, SHE IS GRACE--SHE IS--

THE BLACK CAT

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--AND HER HEART IS HEAVY WITH UNCERTAINTY--

--AND GUILT!

I FEEL SO WRONG.

IT WAS ONLY A FEW WEEKS AGO THAT I WAS SHOCKED TO DISCOVER THAT PETER PARKER--THE MAN I ALSO KNOW AS SPIDER-MAN--AND AS MY FRIEND--

"--HAS BEEN ARRESTED FOR MURDER!

DAILY BUGLE

MURDER

PETER PARKER

"KNOWING THAT PETER MUST HAVE BEEN FRAMED--I VISITED HIM IN PRISON TO SEE IF THERE WAS ANY WAY I COULD HELP--*

"--ONLY TO FIND THAT HE DIDN'T RECOGNIZE ME--DIDN'T EVEN KNOW ME!

"I FOUND OUT LATER, FROM MARY JANE THAT IT HADN'T BEEN PETER AT ALL, BUT A GUY NAMED BEN REILLY--SUPPOSEDLY PETER'S LONG-LOST CLONE--**

"--BUT IT DIDN'T TURN OUT THAT WAY--

"--BEN TURNED OUT TO BE THE REAL PETER PARKER--"

*IN SPIDER-MAN UNLIMITED #10 **SEE WEB OF SPIDER-MAN #125 FOR DETAILS. --ERIC

--PETER--MY PETER--HAD BEEN THE CLONE ALL ALONG?

AS MUCH AS IT PAINS ME, TO THINK OF HOW MUCH ALL THIS MUST BE HURTING PETER--

--TO LEARN THAT YOU WERE NEVER BORN, THAT YOUR MEMORIES AREN'T YOUR OWN--

--I CAN'T SEEM TO SHAKE THIS NAGGING--SELFISH--THOUGHT...

...THAT THE MAN I LOVED--THE ONLY MAN I EVER ALLOWED MYSELF TO TRUST--

--WASN'T EVEN A REAL MAN AT ALL?

HOW COULD I LET THAT HAPPEN? WHY DO I LET MY EMOTIONS LEAD ME WHEN THEY'RE SO OFTEN WRONG?

EVEN NOW, I'M FIGHTING WITH DEPRESSION--FIGHTING WITH--

CONFUSION?

WHO--?

ONE WHO CAN WALK AMONGST YOUR RAVAGED EMOTIONS AND SET THEM ARIGHT.

ONE WHO CAN TAKE SUSTENANCE FROM YOUR PAIN--YOUR DESPAIR--FEEDING OFF IT--RELIEVING YOU OF IT. I CAN DO THIS, FOR YOU--

--AND THOSE YOU CARE SO DEEPLY ABOUT!

ONE WHO CAN SOOTHE YOUR TROUBLED BROW, FELICIA HARDY!

Stan Lee presents

THE SCARLET SPIDER AND THE AMAZING SPIDER-MAN IN:

exiled

PART ONE:

WHO WILL WEAR THE WEBS?

TOM DEFALCO	PLOT
TODD DEZAGO	SCRIPT
STEVEN BUTLER	PENCILS
RANDY EMBERLIN	INKS
STEVE DUTRO	LETTERS
KEVIN TINSLEY	COLORS*
ERIC FEIN	EDITOR
DANNY FINGEROTH	GROUP ED.
BOB BUDIANSKY	CHIEF

*COMPUTER COLOR SEPARATIONS BY: MALIBU

OVER THE PAST FEW MONTHS, THEY HAVE EACH VISITED THIS PLACE OFTEN--

--OFTEN, BUT NOT TOGETHER--

--UNTIL NOW.

MAY PARKER
SHE TAUGHT US LOVE
BEN PARKER
HE WAS LOVED
THEY HAVE COME HERE TODAY TO PAY THEIR RESPECTS TO THE PAST--
--TO THE PEOPLE WHO INSTILLED IN THEM THE MORALS AND VALUES THAT ULTIMATELY MADE THEM HEROES!
THEY'VE COME TO DECIDE THE FUTURE--
READY?
--THE FUTURE OF SPIDER-MAN--
--AND THE FUTURE OF PETER PARKER!
YEAH...
...IT'S SO HARD FOR ME TO COMPREHEND... ALL MY MEMORIES OF UNCLE BEN... MY CHILDHOOD... THEY'RE SO REAL TO ME--BUT THEY'RE YOURS...
IS HE STILL THERE?
YEAH. HE'S NOT BAD AT STALKING...
...I NEVER EVEN KNEW HIM...
YEAH. I HAD TROUBLE WITH THAT, TOO.
BUT DON'T THINK OF IT THAT WAY, PETE--THEY'RE OUR MEMORIES NOW-- WE SHARE THEM.
ISN'T THAT WHAT THIS IS ALL ABOUT? TRYING TO DECIDE WHAT WE SHARE...
"...BUT YOU'D THINK HE DIDN'T KNOW WE HAD SPIDER-SENSE OR SOMETHING."
...AND WHAT YOU SHOULD KEEP FOR YOURSELF?
I'LL TELL YOU ONE THING WE SHARE...

JACKS

...HE'S GOTTA BE FOLLOWING YOU!

?!?

GO--PETER--WHO'S YOUR FRIEND?!

ME?! What makes you think he's following ME?!

YOU'RE THE ONE WITH THE LIFE! A FAMOUS PHOTOGRAPHER FOR THE DAILY BUGLE... AND LET'S NOT FORGET...

...A ONE-TIME SUSPECT AS A SERIAL-MURDERER! PROBABLY A FAN...

HEY, WHERE'D THEY GO?

VERY funny--

--and here I thought we were going to SHARE everything!

AFTER YOU...

OH, NO. I INSIST.

THWIP

SHORTLY, AT THE OFFICES OF CAT'S EYE INVESTI-GATIONS--

I LOST 'IM, LOOP--

--I WAS ON PARKER FROM HIS APARTMENT TO THE CEMETERY, AND THEN, I JUST LOST 'IM! I CAN'T FIGURE IT.

PAUL, WAS HE ALONE?

NAH. HE WAS WITH SOME GHY-- A BROTHER MAYBE...

NEGATIVE ON THE BROTHER. PARKER'S AN ONLY CHILD--ORPHANED-- RAISED BY AN AUNT AND UNCLE.

HE ALSO HAS A BEAUTIFUL SINGING VOICE--

--AND A COUPLE OF FRIENDS WHO WANT TO KNOW WHO HIRED YOU TO TRAIL PARKER--AND WHY?!

UH... UH...

AND YOU BETTER MAKE IT QUICK--

--MY FRIEND HERE HAS TICKETS TO SEE TOM JONES TONIGHT, AND YOU DON'T WANT TO MAKE HIM LATE!

GRR.

--CAN'T WAIT TO SEE YOU!

YES--YES, IT'S BEEN MUCH TOO LONG!

WELL THEN, WE'LL JUST HAVE TO SEE ABOUT MAKING UP FOR ALL THAT LOST TIME!

OH, STOP! YOU'RE BEING TOO KIND!

OH, I KNOW THAT IT WILL BE SIMPLY MARVELOUS! YES...YES! IN ABOUT AN HOUR, THEN? WONDERFUL! YES, GOOD-BYE, ROLFE!

WOW. THIS MEETING COULD CHANGE MY LIFE.

IT'S CERTAINLY A BOOST TO MY EGO, NOW THAT I'M STARTING TO SHOW, THAT PEOPLE STILL FIND ME ATTRACTIVE.

IF THIS DEAL WORKS OUT, IT WILL MEAN CHANGES IN MY AND PETER'S LIVES.

NOT THAT HAVING A BABY HASN'T ALREADY MADE THINGS TOPSY-TURVY--

--FACE IT, MARY JANE, YOU'VE HIT THE JACKPOT!

...VANISHED! NO SIGN OF HER AT HER PLACE--

--AND SHE HASN'T CHECKED-IN HERE IN OVER TWENTY-FOUR HOURS! THAT'S NOT LIKE HER.

CAT'S EYE

ALL SHE SAID WAS THAT SHE WAS GONNA LOOK IN ON HER PAL, PARKER. BUT NOW I'M STARTIN' TO THINK SOMETHIN'S UP--

--SOMETHIN' BIGGER--SOMETHIN' BAD! AND I DON'T KNOW WHERE TO LOOK NEXT!

SO THAT'S YOUR STORY? YOU'RE WORKING FOR *THE BLACK CAT* AND SHE'S *DISAPPEARED?*

I'LL FIND HER!

I'LL SCOUR THE CITY IF I HAVE TO, BUT I'LL TURN HER UP! YOU CAN COUNT ON IT!

?!?

OKAY--I'VE GOT TWO QUESTIONS:

FIRST-- WHAT'S UP WITH YOU AND THE BLACK CAT?

FELICIA AND I... HAD SOMETHING... FOR A WHILE, WHEN MJ WAS OUT OF THE PICTURE. WE WORKED TOGETHER. WE...

...DID OTHER THINGS TOGETHER. WHEN MJ CAME BACK INTO MY LIFE, I REALIZED IT WAS HER I LOVED. FELICIA AND I REMAINED FRIENDS.

SHE'D BEEN A GOOD FRIEND. I'D DO ANYTHING FOR HER.

WHAT'S THE OTHER QUESTION?

TOM JONES...?

YESS. FELICIA, FEEL YOUR CONFUSION GROW!

LET IT TURN TO *RESENTMENT* AND THEN WATCH THAT RESENTMENT *FESTER* AND *BOIL* INTO *HATRED*!

YOU KNOW WHO IS *DOING THIS*, FELICIA--

--YOU ARE *AWARE* OF THE ONE WHO IS *RESPONSIBLE* FOR YOUR *PAIN*.

YESS.

ELSEWHERE...

ROLFE!

AH, MARY JANE, YOU LOOK ABSOLUTELY RADIANT!

ROLFE?

AHEM-- YES, AND THIS IS TOM PRIVITERE OF THE RYAN LINE.

MS. PARKER-- DELIGHTED!

I HOPE THAT YOU'LL FORGIVE MY GETTING RIGHT TO BUSINESS, BUT I'M ALMOST AS EXCITED BY THESE DESIGNS--

--AS I AM AT THE PROSPECT OF YOU MODELING THEM FOR US!

THEY SWING IN SILENCE-- IMMERSING THEMSELVES IN THE SEARCH--

--EACH ONE RELUCTANT TO BROACH THE SUBJECT-- AVOIDING THE REAL REASON THEY HAVE COME TOGETHER THIS NIGHT.

UNTIL--

AEEEEI!--

--CARAMBA!

I'LL KILL YOU I'LL KILL YOU I'LL KILL YOU

WHOA WHOA-- FELICIA, IT'S ME!

I'LL KILL YOU, PETER. YOU'VE HURT ME--

--YOU'VE HURT ME SO BAD!

SHE DOESN'T SEEM THAT FRIENDLY TO ME--

--WHOA!

WHO ARE THESE GUYS?

WELL-- YOU ASKED FOR--

HEY-- --YOU GUYS... FEEL... ...WEIRD!

BUT LIKE WHAT?

WHAK

YEEARGH!

--AND YOU WEREN'T EVEN A REAL MAN! I HATE YOU! I HATE YOU!

YOU BETRAYED ME, PETER! YOU DREW ME IN AND LED ME ON! I GAVE MY HEART TO YOU--

Jatteyy

FELICIA-- I...I...

...I'M... ...SORRY...

...I NEVER WANTED TO...

...DIDN'T MEAN TO... PLEASE...

...FORGIVE ME...

I BEG YOU... ...PLEASE... ...PLEASE...

...CAN YOU EVER FORGIVE ME...?

HOLY COW! WHAT'S GOING ON WITH PETER? WHAT COULD MAKE HIM JUST EMOTIONALLY *BUCKLE* LIKE THAT--

--OMIGOD! THAT'S IT! I *KNOW* WHO'S BEHIND ALL THIS! WHY THESE GUYS *FEEL* FUNNY--

AND IN KNOWING, I CAN MAKE IT--

--GO AWAY!

EMOTIONAL MANIPULATION-- "CAT-BOYS" BUILT OUT OF SMOKE--I'M ON TO YOU-- D'SPAYRE!

WELL DONE, BEN REILLY! ALBEIT MUCH TOO LATE!

FOR, FUELED BY FELICIA HARDY'S BARRAGE OF IMPASSIONED ACCUSATION--PETER PARKER IS ALREADY INUNDATED--

--DROWNING IN HIS OWN FEELINGS OF GUILT AND REMORSE! EVEN NOW, HIS FRAGILE PSYCHE THREATENS TO CRUMBLE--

NOT WHILE I'M AROUND, YOU LEECH! YOU DIDN'T WIN LAST TIME--

BEN REILLY ENCOUNTERED D'SPAYRE DURING HIS YEARS AWAY FROM THE CITY. MAYBE, IF YOU'RE GOOD WE'LL TELL YOU ABOUT IT SOMETIME. --ERIC

--AND YOU'RE NOT TAKING ANY TROPHIES HOME TODAY!

THIS IS GETTING ME NOWHERE! CAN'T STOP THIS AT THE SOURCE--

--GOTTA SEE IF THERE'S SOME WAY I CAN BREAK THE CONNECTION! SEE IF I CAN GET THROUGH TO PETER AND--

--OMIGOD! THE CAT LOOKS LIKE SHE'S ABOUT TO DELIVER THE KILLING BLOW!

CAT! FELICIA! STOP!

YOU DON'T WANT TO DO THAT! D'SPAYRE IS USING YOU! HE'S PLAYING WITH YOUR EMOTIONS! DON'T LET HIM! THINK WITH YOUR HEART!

SHE'S STILL SO GLASSY-EYED-- MESMERIZED-- SHE CAN'T BREAK THROUGH--

--SHE'S GOING TO DO IT!

"PETER, I"

CAT... IT'S...

...NO! NOT NOW.

RIGHT-- D'SPAYRE!

THEY ATTACK HIM AS ONE, BATTERING HIM PHYSICALLY--

--THOUGH, TRUTHFULLY, THIS PART OF THE BATTLE WAS WON AT THE OUTSET.

HAVING LOST HIS FOOTHOLD ON THEIR INDIVIDUAL PSYCHES--

--DISCONNECTED FROM THE SWEET, PURE EMOTION OF DESPAIR THAT HAD EMPOWERED HIM--

--WITHOUT ANY WAY TO MAINTAIN HIS FORM IN THIS REALM--

--D'SPAYRE WITHERS AND CRUMBLES BEFORE THEM!

FOR ONCE, IT IS A FIGHT THEY HAVE WON WITH THEIR MINDS... AND THEIR HEARTS!

OH, PETER, I'M SO SORRY!

I SAID SOME PRETTY HORRIBLE THINGS, BUT I DIDN'T MEAN...

I MEAN, IT DOESN'T MATTER HOW YOU GOT HERE, OR WHAT YOU ARE... WHAT MATTERS IS WHO YOU ARE...

...MY FRIEND...

...AND I LOVE YOU FOR THAT.

AND YOU... BEN, IS IT?

WELL, I'M SURE IT'S BEEN A PLEASURE MEETING ME...

...WISH WE COULD'VE MET UNDER BETTER CIRCUMSTANCES.

ANYWAY, YOU SPIDER-BOYS, I GOTTA RUN. SEE YA AROUND, PETEY-- TELL MJ I'LL CALL HER.

SOMETIMES THEY TALK FOR HOURS!

...

LOOK, I GUESS WE OUGHT TO...

...YEAH.

LOOK, BEN...

...YOU KEEP SAYING THAT THEY'RE *OUR* MEMORIES--THAT WE CAN *SHARE* THEM--

--AND MAYBE WE CAN--

--BUT WE CAN'T SHARE THIS LIFE.

THIS ISN'T *MY* LIFE, AND IT'S NOT MINE TO *KEEP*--

--I'M *NOT* THE *REAL* PETER PARKER--

--AND I'M *NOT* THE REAL *SPIDER-MAN!* IT'S YOUR *RIGHT*--AND IT'S THE WAY IT *SHOULD BE.*

MY RIGHT?

I DON'T KNOW, PETE, YOU'VE BEEN SPIDER-MAN LONGER THAN I HAVE. YOU'VE *BUILT* A LIFE HERE.

YOU'RE MORE PETER PARKER THAN I AM. THIS *IS* YOUR LIFE--YOU *EARNED IT!* MINE IS *OUT THERE* SOMEWHERE--

--AND I HAVE TO GO AND FIND IT. YOU *KEEP* THIS--

--IT *LOOKS* BETTER ON *YOU* ANYWAY! YOU'RE BETTER *AT IT!*

I GUESS WHAT I'M *SAYING* WHEN IT COMES RIGHT *DOWN* TO IT IS...

...I MAKE A PRETTY GOOD BEN-- AND YOU MAKE A PRETTY GOOD PETER...

...AND I WOULDN'T HAVE IT ANY OTHER WAY!

THIS FIGHT PROVED IT! WE DIDN'T BEAT D'SPAYRE BECAUSE WE'RE THE SAME GUY--

--WE BEAT HIM BECAUSE WE'RE DIFFERENT!

TAKE CARE, MON FRERE! AND TAKE CARE OF YOUR LOVELY WIFE AND BABY, TOO!

YOU DESERVE THEM, PETER, AND THEY'RE VERY, VERY LUCKY TO HAVE YOU!

MJ...?

MARY JANE?

DID YOU AND BEN GET TO TALK?

YEAH, WE HAD TO--

Y'KNOW-- I DON'T EVEN KNOW WHY I *ASKED* THAT QUESTION! I DON'T *CARE* WHAT YOU BOYS DECIDED--

--I ALREADY KNOW WHAT'S RIGHT FOR US!

PETER, I WANT TO STAY IN *NEW YORK!* I WANT US TO BE *HAPPY*--

--AND I WANT TO *RESUME* THE LIFE WE HAD *BEFORE* ALL THIS *CLONE NONSENSE* STARTED.

I LOVE YOU, PETER.

ODDLY ENOUGH, BEN AND I CAME TO THAT VERY SAME CONCLUSION!

HAVE I TOLD YOU LATELY, MRS. PARKER, THAT I'M MAD ABOUT YOU?

WELL, NO... NOT TODAY, ANYWAY!

BUT WAIT! WHAT ABOUT BEN?

"WHAT IS HE GOING TO DO?"

S'FUNNY. AFTER ALL THESE YEARS OF DREAMING OF RETURNING TO NEW YORK-- OF HAVING A LIFE--OF BEING REAL--

HERE I AM, THE WHOLE THING BEING HANDED TO ME... AND I PASS ON THE OPPORTUNITY.

BUT, I KNOW IT'S FOR THE BEST.

THAT IT'S THE RIGHT THING.

FOR PETER.

FOR MJ.

FOR THE BABY.

BUT, MOST OF ALL--

--FOR ME.

TO BE CONTINUED IN AMAZING SPIDER-MAN #405 EXILE--PART 2-- "THE WORTH OF A MAN"

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THE WORTH OF A MAN

EXILED - PART 2

This was a lot easier the FIRST time.

Five years ago, when I LEFT, it was because I believed myself a CLONE-- who wasn't WORTHY of the LIFE-- the CITY--

--the DREAM...!

I was a NOBODY-- a NON-MAN-- running-- trying to find a PLACE in this world, where I knew I truly didn't belong!

But, I DID dream...

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...I dreamt of coming back--OF HAVING the life--of having some kind of FUTURE--any kind.

I RESENTED Peter--over the years--over the miles--

--hating him for having the life--for living my DREAM--but I had to do the RIGHT THING--and so I stayed away.

And so, when the TRUTH comes down--when we discover that I'm NOT the clone--that I'm the ORIGINAL--what do I do...?--

--I ACQUIESCE--I do the RIGHT THING--AGAIN!

I decide it's best for me to take to the road--to be the LONER--leaving Peter to the life I LONGED FOR--to the city--to SPIDER-MAN.

I did the right thing, but is that what I want?! I don't want PETER'S life, but I want A life! A...

...home?

Yet, even though I know that I'm the REAL Peter Parker, why do I still feel like a NON-PERSON? Like I'm not worthy of--

--huh? Spider-sense--!

NO PARKING 9-4 CONSTRUCTION SITE

POW!

EEEEEEEERRRRRTTTT!

Come on, Come on--!!

--no good--
I LOST IT!!

So busy getting into my own head that I forgot to pay attention to the road!!

THWAM!

HOW could I...

...or did I do this on PURPOSE?...

THOOM!

...subconsciously wrecking the bike to SABOTAGE my leaving...? Great. Ben, you're a MESS!! And now, I'm sticking to a wall out in the open!

Gotta go--

--gotta clear my head!

This is MY city--the only HOME I've ever really known--it's where I'm DRAWN--

--it's...it's...

THIS IS WHERE I BELONG!!

It's my DREAM.

I tell myself I'm doing this ONE LAST TIME--

--that this is my last chance to hurl myself through these canyons--

--into these skies--

--where I can soar so HIGH--

HOTEL

NO VACA

McKINNEY

--as my HEART soars higher!

And WHERE do I end up...?

Thanks, subconscious-- that's TWICE today.

Almost lost sight of the right thing.

--his life with MARY JANE--

--with their CHILD--

--he DESERVES a wonderful Future--

He's the SPIDER-MAN this city's known for the past five years-- he's EARNED the life that he's made--

I'm not Peter-- HE is.

In every way.

--he deserves the DREAM.

hunh?!?

OH, MAN-- WHAT A NIGHTMARE!! IT WAS SO VIVID... SO REAL... SO...

...HORRIFYING, AND... I CAN'T REMEMBER...

...I CAN'T REMEMBER ANY OF IT...?!

WHEW! MY HEART'S STILL RACING!! MUST'VE BEEN ONE HECKUVA SCARE...! WHAT WAS IT... ABOUT...?

SEEMS LIKE THERE WAS SOMETHING I HAD TO KNOW... SOMETHING I NEEDED TO REMEMBER...

AT LEAST I DIDN'T WAKE MJ. WITH EVERYTHING SHE'S BEEN THROUGH LATELY--

OH, MJ--I LOVE YOU SO--

--I'D NEVER LET *ANYTHING* HURT YOU.

"SEWARD?"

"BEN-- HOW ARE YOU, SON?"

"FINE, DOC-- LISTEN, I WANT TO GET OUT OF THE CITY FOR A WHILE, AND WAS *HOPING* I COULD CRASH AT YOUR *CABIN* IN *VERMONT* FOR A--"

"YOU *KNOW* YOU CAN--YOU NEEDN'T EVEN ASK. YOU KNOW HOW TO LET YOURSELF IN."

"THANKS, SEWARD--

"--THIS IS GONNA BE JUST WHAT THE DOCTOR--

"--ORDERED!"

Man, I NEEDED this!

Some "down-time" to just UNWIND-- a chance to RELAX--

--and get a little PERSPECTIVE on my LIFE--

--and MYSELF...!

So, Ben-- with everything you've BEEN THROUGH lately...

...WHAT are you going to DO?--

--WHO are you going to BE?

Certainly not the guy you WERE, when you first rolled into RACHEL four years ago...

...brain in NEUTRAL --mouth in OVERDRIVE--

--and a DARK CLOUD over your head...

--everywhere you went, you had a FIST in your hand--

WELCOME TO RACHEL VERMONT "TOO PRETTY FOR WORDS"

MilliWay's
BED AND BREAKFAST INN
SINCE 1881
☐VACANCY

...At least that's the way things were...

...back then.

I had headed for Rachel after reading about SEWARD TRAINER, noted geneticist, and his search for an ASSISTANT.

Believing I was a CLONE at the time, I figured that, WORKING with him, I might be able to LEARN some more about my ...CONDITION.

But I was going to do it all MYSELF! I was ANGRY--PUNISHING myself--for not being a REAL MAN--and I didn't want anybody's help!--

M-MAY I... HELP YOU, S-SIR...?

A ROOM. A BED.

I--I'M S-SORRY, SIR--THAT'LL BE ANOTHER TWELVE DOLLARS.

BUT THAT'S ALL I HAVE! LOOK--YOU'LL GET THE REST OF YOUR MONEY--

--BUT RIGHT NOW I NEED--

I'M SORRY, SIR. IF YOU DON'T HAVE THE MONEY, WE CAN'T GIVE YOU A ROOM. THAT'S OUR POLICY.

WELL, YOU CAN TAKE YOUR POLICY, AND--

HERE'S YOUR TWELVE DOLLARS, ELLIOT--

--GIVE THE MAN A ROOM!

I DON'T KNOW, DOC-- WHAT'LL MRS. MILLIWAY SAY? SHE'S PRETTY PARTICULAR--!

I'LL HANDLE HER, JUST--

LOOK, I DON'T WANT YOUR CHARITY.

IT'S NOT CHARITY-- YOU'LL PAY ME BACK-- SOMEDAY-- SOMEWAY.

HOW CAN YOU BE SO SURE?

YOU'RE AN HONORABLE MAN, AREN'T YOU?

I THINK I WAS--

--ONCE.

I didn't put it together 'til later--

--GREAT first impression.

Now.

BRRRING!

...hullo...?

SEWARD...? WHAT--?

GET OUT OF THE HOUSE, BEN--GET OUT NOW!

THERE'S NO TIME!! I'VE GOT TO KEEP MOVING OR THEY'LL FIND ME! NOW GET OUT!!

GET THE $#*% OUT OF THE--

KREESH!!

THA-CHOOM!

This wasn't about ME--

--about SPIDER-MAN or the SCARLET SPIDER--

--this was directed at SEWARD!!

The man who became my FRIEND--my ...MENTOR--

--the man who BELIEVED in me--

--and whoever he is, he's about to find out just how BIG OF A MISTAKE HE'S MADE!!!

--and pulled me back FROM THE EDGE!!

Someone's AFTER him--trying to KILL him--

NEW YORK--

(WHAT'S LEFT OF) SEWARD TRAINER'S LAB--

MY GOD! THE WHOLE PLACE looks like it's been turned UPSIDE-DOWN--by SOMETHING or someONE--BIG!!

Because if Seward is BURIED somewhere under all THIS--

SEWARD! SEWARD!!

Come on, COME ON! He's GOT to be here SOME-WHERE!

--there's a good chance he's probably... DEAD...

And yet, I'm also praying he ISN'T...!

I CAN'T let that happen! Gotta Find some way to Find him...

...SAVE him!

I owe him so much...

WELCOME

...SO MUCH...

THEN.

...SO I SAYS TO HIM, "AYUH--YOU PUT YOUR HAND NEAR AN ANIMAL CAUGHT IN A TRAP, YOU'RE GONNA GET--"

eh?

HOLD ON A SECOND, DAVE.

HEY...

...HEY, BARKEEP!

I... I'M...

...I'M HUNGRY! I NEED SOME FOOD!

I SAID-- I NEED FOOD!! WHAT PART DIDN'T YOU UNDER-STAND?!

SORRY. MARY'S CLOSED UP THE KITCHEN. WE'RE NOT SERVI--

NOW DO I GET SOMETHING TO EAT--OR DO I BEAT YOU TO WITHIN AN INCH OF YOUR LIFE?!?

KUNK!

--AND I THINK YOU COULD USE A *FRIEND.*

YOU DON'T WANT TO DO THAT, SON--YOU DON'T *NEED* TO DO THAT.

I THINK YOU *NEED* TO CALM DOWN. YOU LOOK *HOT* AND *FEVERISH.* I THINK MAYBE YOU COULD USE SOME *REST*--

SO, IT'S MR. *CHARITY!* IS *THAT* WHAT *YOU* THINK I NEED?!

WUD!

YOU WANNA BE MY *FRIEND?!*

--YOU WANNA BE MY FRIE--

--ND?

OOOOOHHH.

YES.

I DO.

CAREFUL THERE, DOC. HE'S *LIABLE* TO--

HE'S *FINE*, DAVE. HE JUST NEEDS TO BE *REMINDED* THAT WE ALL NEED *HELP* NOW AND THEN--

--THAT WE COULD *ALL* USE A *HAND.*

I didn't know it at the time, but I had been at the edge-- *OVER* the edge--

--FALLING--FLAILING--

I owe him so much--

--SO MUCH.

So where are you, Doc? Why can't I seem to turn up any *SIGN* OF you?

Eh?...Spider-sense tugging me this way...

WHAT THE--?!

Okay. THESE are definitely NOT Seward's creations. Not his STYLE-- too much CHROME.

And, apparently, they're tapping into the MAINFRAME OF Doc's computer--

Whoa! That put them on the DEFENSIVE--

--BIG TIME!!

OF course, using my REFLEXES--

--and since much about ME is in there, THAT'S some DATA RETRIEVAL that I mean to put a STOP to!

--and some AMAZING spider-like AGILITY--

--I can deftly maneuver to ESCAPE--

--WHOOPS!

BUSTED.

Oh, I got a BAD FEELING about th--

G-ZZAAATTT!

YYEEEAAARGHH!!

AAAAAHHH!!!

GZZZZT!
GZZZT!

Can't...

...can't Fight it...

...Seward...

...where are...

KLIK!

KLANK!

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plot script pencils inks

Bob Sharen • Bill Oakley • Danny Fingeroth • Bob Budiansky
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EXILED Part 3 of 4

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BROWN_CK 95

SHADOWS OF THE PAST

STAN LEE PRESENTS

EXILED PART 3

LOOK DOWN

WHO ARE YOU?

I am BEN REILLY.

WHO ARE YOU?

How did I get here? Where IS here?

WHO ARE YOU?

Head is pounding... can't move... in so much PAIN.

WHO ARE YOU?

SEWARD?

I SAID...

HOWARD MACKIE
STORY

PAT BRODERICK
GUEST PENCILER

CHRIS IVY & TOM PALMER
INKERS

KEVIN TINSLEY
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...WHO ARE YOU?

Seward called me... warned me of the explosion at his mountain cabin*...

WHAT IS YOUR CONNECTION WITH SEWARD TRAINER?

Came back to the city... to his lab... to find him and got blindsided by those things attached to his files...

WHAT DO YOU KNOW OF HIS WORK? HIS FILES?

*SEE AMAZING SPIDER-MAN #405 - Ed.

TALK TO ME!

Seward's in trouble.

DO NOT PASS OUT ON ME AGAIN.

Got to clear my head... got to find... Seward... can't let him down...

DO YOU HEAR ME?

CAN'T HOLD... ON... SO... SORRY... SEWARD.

I SAID DO NOT PASS OUT...

EVEN AS HIS MIND FADES TO BLACK, BEN REILLY FINDS HIMSELF AWAKENING WITHIN THE MEMORIES OF A TIME LONG PAST.

TAKE IT EASY, YOUNG FELLA...

...YOU'RE GOING TO BE FINE.

THE FEVER'S BROKEN, BUT YOU'RE WEAK. GOING TO BE FOR A WHILE... I SUSPECT.

WHERE AM I? HOW..? WHO..?

GUESS YOU DON'T REMEMBER TOO MUCH, DO YOU?

YOU'RE IN VERMONT... THIS IS MY PLACE... AND MY NAME IS *SEWARD TRAINER.*

Oh, YEAH...

I'M SORRY ABOUT THE WAY I ACTED AT THE INN. IF THERE ARE ANY DAMAGES...

DON'T WORRY ABOUT IT. YOU WERE SICK, LAD. CLOSER TO DYING THAN I'D LIKE TO THINK. ANYONE WOULD HAVE ACTED THE SAME IN YOUR CONDITION*.

THERE'S A BATH-ROOM THROUGH THERE. TOWELS, SOAP, SCISSORS, A RAZOR AND SOME OLD CLOTHES OF MINE YOU CAN WEAR... IF YOU WANT THEM. IT'S UP TO YOU.

THANK...

* FOR COMPLETE DETAILS OF SEWARD AND BEN'S MEETING, SEE **AMAZING SPIDER-MAN #405** – Bob.

...YOU... SEWARD.

YEARRG!

Electricity...

YOU CAN'T HELP HIM BY KEEPING SILENT!

...muscles are spasming...

TRAINER IS MINE! WHAT HE KNOWS WILL BE MINE!

Can't... take... much... more --

TELL ME WHAT YOU KNOW...

...AND THE PAIN WILL...

...STOP.

WHY ARE YOU DOING THIS TO ME?

FINALLY I LEARN WHO I REALLY AM! I FINALLY GET MY SENSE OF SELF BACK... AND NOW YOU'RE TRYING TO RIP IT ALL AWAY FROM ME.

TRYING TO HARM THE ONE MAN WHO WAS WILLING TO REACH OUT TO ME WHEN NO ONE ELSE WOULD... WHEN I WOULDN'T REACH OUT TO MY-SELF.

WHY?

THIS HAS NOTHING TO DO WITH YOU.

I WANT TRAINER'S COMPLETE DATA BANK.

DON'T YOU PASS OUT ON ME AGAIN. YOU SLEEP WHEN I SAY YOU CAN SLEEP! NOW LOOK...

...I WANT YOU TO SEE WHAT IS AT STAKE.

DOES THE GENTLEMAN LOOK FAMILIAR?

SEWARD?

YES... AND HE DOES APPEAR TO BE IN DIRE STRAITS... DOESN'T HE?

HIS AIR IS RUNNING OUT, BUT DON'T WORRY... HE'LL PROBABLY BE DROWNED FIRST.

I DON'T KNOW *WHAT* YOU'RE TALKING ABOUT! LET HIM GO! FOR THE LOVE OF --

THAT IS... UNLESS YOU GIVE ME THAT WHICH I SEEK.

FLASH

NOW YOU CAN SLEEP.

ELSEWHERE...

NOT LONG AGO, THE MAN WHO CALLS HIMSELF PETER PARKER BELIEVED HIS FUTURE WAS SET.

AND THEN CAME THE REVELATION THAT HE WAS A CLONE OF THE MAN HE BELIEVED HIMSELF TO BE.

NOW...

...HE CAN ONLY WONDER ABOUT WHAT THE FUTURE WILL HOLD.

PENNY FOR YOUR THOUGHTS, TIGER.

MARY JANE, I --

LET'S NOT SPOIL THE MOMENT, PETER. LET'S JUST STAND HERE AND BE TOGETHER.

YES. LET'S.

PETER? YOUR BODY... IT'S SO TENSE... ARE YOU OKAY?

KRAK

PETER?

Huh? WHAT?

I SAID IS *ANYTHING* WRONG?

SORRY... MUST HAVE SPACED OUT.

TRUST ME... NOTHING WILL *EVER* BE WRONG AS LONG AS WE'RE *TOGETHER*.

"NOW LET'S JUST STAND HERE AND LOOK AT THE MOON."

HIGH ABOVE ANOTHER PART OF THE CITY...

HIS NAME IS ADRIAN TOOMES. HE IS ALSO KNOWN AS...

...THE VULTURE.

ONCE, NOT SO LONG AGO, TOOMES WAS AN OLD MAN WHO WAS NEARING THE END OF HIS LIFE.

BUT THEN, USING A DEVICE CALLED A JUVENATOR... HE WAS ABLE TO STEAL THE LIFE FORCE OF ANOTHER AND RESTORE HIS LONG-LOST YOUTH.

NOW HE FINDS THE EFFECTS OF HIS NEFARIOUS DEVICE SLOWLY FADING.

...THE VULTURE HUNTS.

HOTEL

ONCE AGAIN...

TOOMES IS DETERMINED TO HAVE THE NEEDED LIFE FORCE... DETERMINED TO BE YOUNG AND STRONG... DETERMINED...

...TO KILL!.

FOR MORE ON THE VULTURE, SEE SPIDER-MAN UNLIMITED #10 - Bob.

ELSEWHERE...

WELL DONE, YOUNG FELLA.

ALONE, IT WOULD HAVE TAKEN ME MONTHS TO GET THIS LABORATORY SET UP AND ONLINE. I'M IN YOUR DEBT.

I THINK YOU'VE GOT THAT THE WRONG WAY AROUND.

YOU KNOW, BEN... YOU'RE MORE THAN WELCOME TO STAY ON. I'VE BEEN TRYING TO HUNT UP A RESEARCH ASSISTANT WHO WASN'T AFRAID OF A LITTLE HARD WORK.

THE SPARE ROOM IN THE BACK OF THE LABORATORY IS NOTHING FANCY... BUT, IF YOU WANT IT..?

BING

WARNING! THERE IS A MATERIAL DEFECT IN THE POWER CORE.. SYSTEMS OVERLOAD AND FAILURE EXPECTED...

...ALL SYSTEMS WILL SHUT DOWN AND BE DUMPED IN TEN MINUTES. EMERGENCY DOWN-LOADING SYSTEMS HAVE FAILED.

NO!

THAT'S MY LIFE'S WORK IN THERE. I'M NOT GOING TO LET IT BE DUMPED WITHOUT A BACK-UP!

WARNING! CORE DECAY ACCELERATED! OVERLOAD IMMINENT!

AND THEN *MAYBE* I CAN SHUT DOWN THE ENERGY CORE AND SAVE THE REST OF THE SYSTEM.

THIS IS THE ACCESS TUNNEL... IF I CAN GET THROUGH THE SMOKE... I'LL BE ABLE TO TRIGGER A MANUAL DOWNLOADING TO MY BACK-UP SYSTEM.

-:*Omph!*:- THE BLASTED THING IS SEALED SHUT!

THE MAGNETIC SEAL WON'T BREAK WITHOUT ANY POWER. THIS THING IS NOT OPENING.

DIDN'T YOU HEAR ME, BOY? IT'S A *MAGNETIC* SEAL. WE'D NEED TO BLAST THE THING OFF IT'S HINGES TO EVEN BUDGE IT...

GOT IT.

HOW THE -- ?

LET *ME* GIVE IT A TRY.

RRRR

THE SCARLET SPIDER EMERGES FROM THE DREAM OF THE PAST...

...ONLY TO BE CONFRONTED WITH THE GRIM REALITY OF THE PRESENT.

Seward.

I won't let this happen to you.

Not after all you did for me.

You reached out to me when I was at my lowest.

Believed in me when I didn't even believe in myself.

You gave me back my LIFE!

I won't let them HURT you...

I WON'T!

GUARDS! MOVE IN! THE PRISONER IS ARREMPTING TO BREAK FREE FROM --

SNAP

SNAP

MAKE THAT *HAS* BROKEN FREE OF HIS BONDS!

AND YOU GENTLEMEN DON'T HAVE TO BOTHER *MOVING IN,* BECAUSE...

...I'M COMING RIGHT AT YOU.

SO WHY NOT *STICK AROUND*... WITH A LITTLE HELP FROM MY *IMPACT WEBBING?*

AND WHILE I'VE GOT YOU THERE...

...I THINK I'LL GO STRAIGHT TO THE *STINGERS* TO PUT YOU OUT OF THE PICTURE SO I CAN GET ON WITH MY SEARCH FOR SEWARD.

OOOKAY! LOOKS LIKE THERE'S MORE TO YOU TWO THAN MEETS THE EYE.

GUESS THIS IS GOING TO TAKE A LITTLE LONGER THAN I ANTICIPATED.

AS THE SCARLET SPIDER PREPARES FOR BATTLE, HE FLASHES BACK TO A TIME LONG AGO...

ALMOST... GOT IT.

BOY! GET OUT OF THERE NOW!

TOTAL CORE FAILURE IN ONE MINUTE.

WE'VE SAVED THE FILES... THE REST WE CAN REBUILD... IT'S NOT WORTH EITHER OF OUR LIVES!

I CAN DO IT... SHUT DOWN THE CORE BEFORE IT --

FWOOM

BEN! CAN YOU HEAR ME? ARE YOU ALL RIGHT?

LEGS ARE PINNED... EXPLOSION STUNNED ME... LEAVE ME, SEWARD... I'LL GET OUT SOMEHOW.

SORRY, SON, I CAN'T DO THAT.

NOW GIVE ME YOUR HAND... I'LL PULL YOU OUT OF THERE!

GO... GET AWAY. SAVE YOURSELF... I CAN'T GET FREE... AND PART OF ME DOESN'T *WANT* TO... I'M NOT WORTH IT... JUST SAVE YOURSELF...

STOP THE BELLYACHIN', BOY! I'M NOT GOING TO LEAVE YOU TO DIE!

YOU GRAB MY HAND AND FIGHT!

YOU HEAR ME... FIGHT!

USE THAT STRENGTH TO PULL YOURSELF FREE... OR WE'RE *BOTH* GOING TO GO UP IN THIS EXPLOSION.

THAT'S A BOY!

FIVE SECONDS UNTIL FULL CORE EXPLOSION. RECOMMEND ALL PERSONNEL SEEK DESIGNATED SHELTER.

ALL PERSONNEL?

I WAS PLANNING ON HIRING A LARGER STAFF... EVENTUALLY!

SHUT THE CONTAINMENT DOOR... NOW!

DONE.

FWOOKDOOM

CORE HAS SHUT DOWN...

THERE GOES THE COMPUTER.

AND ALL THE REST OF THE POWER. IT'S GOING TO TAKE A WHILE FOR ME TO REBUILD IT ALL. SO, LIKE I SAID BEFORE, IF YOU WANT THE JOB?

I DON'T KNOW. THERE'S STUFF ABOUT ME... ABOUT MY PAST... THAT'S KIND OF HARD TO EXPLAIN.

NO KIDDING? I'M A TRAINED SCIENTIST, SON... *THAT* MUCH WAS OBVIOUS.

BUT I ALSO LIKE TO THINK OF MYSELF AS A REASONABLY GOOD JUDGE OF CHARACTER. FROM THE MOMENT I LAID EYES ON YOU, I COULD TELL YOU WERE AN HONORABLE MAN WHO WAS DOWN ON HIS LUCK.

WHAT I DIDN'T KNOW WAS THAT YOU'D BE ABLE TO GIVE ME THE HELP I SO DESPERATELY NEEDED. IF YOU WANT IT, THE JOB IS YOURS... NO QUESTIONS ASKED... AS LONG AS YOU NEVER PULL A FOOL-HARDY STUNT LIKE *THAT* AGAIN.

I DON'T KNOW.

SOMETIMES IN LIFE WE ALL NEED A CHANCE TO START OVER... TO PROVE TO OURSELVES THAT WE ARE WORTHY TO EXIST. ALL I ASK OF YOU, BEN, IS...

...DON'T LET ME DOWN.

I WON'T, SIR... EVER.

I never HAVE let you down...

... and I'm not about to start now.

All I've got to figure out is...

... what exactly it's going to take to make these two FALL!

I'm holding back, but still hitting pretty hard...

... they should be out cold by now. Unless...

...they're... not... HUMAN!

BINGO!

ANDROIDS... is it? Fine... all that means is...

FZZZZZT

... I'm not holding back anymore!

BRAVO! I AM IMPRESSED.

IF TRAINER CREATED YOU, HE DID A WORTHY JOB... AND IT MAKES ME WANT HIS SECRETS ALL THE MORE.

WHO-EVER YOU ARE...

...ALL YOU'VE DONE IS MAKE ME MAD!

THREATENING SEWARD WAS THE *WORST* THING YOU COULD'VE DONE.

NOW I'M LOOSE...

SOON I'LL BE OUT OF THIS LITTLE TORTURE CHAMBER OF YOURS.

I'M GOING TO FIND SEWARD.

AND THEN...

...I'M COMING FOR YOU.

KRAK

NOW LET'S SEE WHERE I AM!

CUTE.

VERY CUTE!

I HAVE BEEN IN SEWARD'S LABORATORY ALL ALONG!

AND THOSE ROBOT DRONES I FOUGHT WITH* ARE STILL ATTACHED TO ALL OF HIS EQUIPMENT.

WELL, IF I'M GOING TO FIND SEWARD...

...IT'S TIME FOR ME TO START TEARING THROUGH THESE THINGS... AND FAST!

GIVE UP NOW. IT TRULY IS HOPELESS.

*SEE AMAZING SPIDER-MAN #405 - Bob

THOUGH PART OF ME REALLY HOPES YOU'LL TRY. I'D LOVE TO SEE YOU IN ACTION AGAINST SUCH OVERWHELMING ODDS.

DON'T COUNT ME OUT, MISTER? MISS? YOU REALLY HAVE TO WORK ON THE SOUND QUALITY OF YOUR VOICE PROJECTOR.

IT'S TIME FOR THIS GAME OF YOURS TO COME TO AN END.

FIRST THINGS FIRST. THIS FLOATING CAMERA SEEMS TO BE YOUR EYES AND EARS, SO...

...I'D LIKE TO SAY IT'S BEEN A PLEASURE, BUT...

...IT HASN'T.

GOOD-BYYYE! I'M THROUGH PERFORMING FOR YOU!

ZZZT

WE'LL SEE ABOUT THAT!

KTASH!

ELSEWHERE...

THE WATER LEVEL RISES AND SEWARD TRAINER BEGINS MAKING HIS FINAL PEACE WITH HIMSELF.

WHILE...

...IT IS THE SCARLET SPIDER WHO TEARS THROUGH THE ROBOT DRONES WITH SUPER-POWERED STRENGTH... AVOIDS THEIR ENERGY BLASTS WITH INSECT-LIKE AGILITY...

...BUT BENEATH THE COSTUME... IT IS BEN REILLY WHO DRIVES FORWARD...

...DETERMINED THAT HE WILL NOT FAIL TO SAVE SEWARD TRAINER.

HE WILL NOT LET HIM DOWN.

IN THE DARKNESS, TRAINER GASPS FOR HIS LAST BREATH OF AIR.
AND THE SCARLET SPIDER..?

THE AIR IS GONE.

TRAINER'S LUNGS GIVE OUT AS HE SLOWLY BEGINS THE DESCENT TOWARD UNCONSCIOUSNESS.

THERE IS NO FEAR...

...ONLY RESIGNATION TO THE INEVITABLE. THEN...

...THE LIGHT.

IF TRAINER WERE A RELIGIOUS MAN AND NOT ONE OF PURE SCIENCE, HE MIGHT BELIEVE THAT THE LIGHT WAS THE BEGINNING OF A JOURNEY TO A DIVINE PLACE.

BUT HE IS A MAN OF SCIENCE.

AND HE CAN FEEL HIS LUNGS RESPONDING TO THE FRESH AIR THAT RUSHES INTO THEM.

AND HE CAN SEE A HAND REACHING OUT TOWARD HIM.

CAN HEAR WORDS... HIS OWN WORDS... COMING BACK TO HIM FROM YEARS PAST.

I SAID TAKE MY HAND... AND FIGHT!

AND SEWARD KNOWS HE WILL NOT DIE THIS DAY.

HELLO, YOUNG FELLA. GLAD TO SEE YOU DIDN'T LET ME DOWN.

TOLD YOU I NEVER WOULD.

LATER...

HOW DID YOU KNOW WHERE TO FIND ME, BEN?

YOU HAD ME WORKING DOWN IN THE ACCESS TUNNEL FOR TWO WEEKS STRAIGHT, CLEANING IT UP AFTER THE EXPLOSION.

YOU THINK I WOULDN'T RECOGNIZE IT? EVEN IN THE DARK... EVEN WITH THE PLACE TOTALLY REVAMPED, SO THAT IT'S NOTHING BUT AN EMPTY PIT.

SO WHO DID THIS?

I DON'T KNOW... AND FOR THE MOMENT IT'S NOT IMPORTANT!

WHAT *IS* IMPORTANT IS I NEED TO GET BACK TO MY NEW YORK LAB RIGHT AWAY... NEED TO MAKE SURE THAT MY FILES ARE INTACT.

READY TO LEAVE WHEN YOU ARE.

I THOUGHT YOU WERE LEAVING THAT *LIFE*, AND THE *CITY*, BEHIND.

YEAH... ME TOO.

BUT... I MADE A PROMISE TO YOU A LONG TIME AGO...

...I PROMISED NEVER TO LET YOU DOWN.

AND I NEVER WILL.

"EXILED" CONCLUDES IN SPIDER-MAN UNLIMITED #10!

CRAWLSPACE

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10016

DANNY FINGEROTH, EDITOR
MARK BERNARDO, ASST. EDITOR

CORRESPONDENTS: IF YOU DON'T WANT YOUR FULL ADDRESS PRINTED, PLEASE LET US KNOW.

Dear Spidey-Zombies,

I think that all the Spider-titles at the moment are exquisite, mysterious, and exciting! I mean, look at all the intriguing questions that readers have to ask themselves: Who is Kaine? Which Spidey is the clone and which one is the real McCoy? What is going to happen to Mary Jane? And finally, who is the real killer in the murder that Peter's been arrested for?

And what most readers do is guess! So here goes: I think Kaine is a clone of Peter Parker. I think Ben Reilly is the real Peter Parker. I think Kaine is the murderer. And I think that the Jackal is the one who's going to try to kill Mary Jane. SPIDER-MAN #57 was another excellent chapter in this ongoing storyline, made even better by the art from John Romita, Jr.! Whoever thought of that deserves a raise!

To end this letter, I would like to ask you a few questions:

1) Is there ever going to be a Scarlet Spider limited series?

2) Are we ever going to see Scarlet Spider vs. Wolverine?

3) When are the Hobgoblin, Lizard, and Electro coming back?

Luke Kendall
11 Hampstead Square
Hampstead
London NW3 1AB
ENGLAND

Very good guesswork, there, Luke! You've seen by now that most of your conjectures were right on the money... though we have yet to reveal the murderer in Kaine's visions. For the ultimate answer to that question, don't miss "Time Bomb," beginning in SPEC #228, on sale next week!

To answer your questions:

1) There's a SCARLET SPIDER limited series running in the SPIDER-MAN SUPER-SIZE SPECIALS, on sale now and throughout the summer! As for the future, our lips are sealed... but we can promise that Scarlet fans won't be disappointed!

2) Scarlet Spider vs. Wolverine is an interesting match-up. If enough of you want it, we'll see what we can do!

3) Hobby and Electro were in SPIDER-MAN UNLIMITED #9 recently, and the all-new Lizard rears his even *uglier* head in the aforementioned SCARLET SPIDER feture in the SPECIALS!

As for J.R. Jr., read on...

Dear Crawl Space,

It is a real pleasure to see such a great artist as John Romita, Jr. in these pages again. He's always been one of my favorites (like father, like son!) and with pencils like those in SPIDER-MAN #57, he shall remain so for a long time! A note to all you editors out there: give this guy a regular title soon because he's too good to pass up! We miss you, J.R.!!!

And about the current storyline... a *third* Peter Parker? Man, now I'm really confused. (I just hope you don't say that all this happened because of that mutant thing that's going on!)

Keep surprising us!

Daniel Valois
Quebec City, CANADA

Daniel, you'll be happy to know the Spider-editors have heard you loud and clear! After the inimitable John Romita, Jr. finishes his stint on the SPIDER-MAN: THE LOST YEARS limited series (a fine book in its own right, by the way!) he 'll be coming aboard as (drumroll, please)... the regular penciler of SPIDER-MAN!! Welcome aboard, J.R. (and remember, it's not fair to have your clone doing backgrounds)!

Dear Danny,

SPIDER-MAN #57 has reaffirmed my dying faith in one of my favorite heroes. Recently, you have put Peter through instances and happenstances that no man, costumed or otherwise, should be put through, deliberately altering his views and beliefs. Sure, Peter always worried, that's natural, but recently he had become depressing. The further he slipped, so, in my opinion, did the quality of the titles.

Perhaps success does indeed blossom from tragedy, for AMAZING #400 was the best Spider-story I've encountered in years, bringing back full-force the character that helped define that title back in the eighties. And SPIDER-MAN #57 carried that high. Maybe it was seeing John Romita, Jr. at the penciling helm again, or witnessing J. Jonah Jameson actually helping Peter, or amazement at the graceful, flamboyant actions performed by the Scarlet Spider, but here, now, at Spidey's darkest hour, the best is shining through.

Now I can see that the past storylines are leading to some crucial event. Judas Traveller, for instance, is being groomed into an arch-nemesis for Spider-Man, nearly equaling the Kingpin's relationship with Daredevil, or Ra's al Ghul's to the Caped Crusader. Kaine's business is still shrouded, but my guess is he's the future self of Peter Parker.

Regarding Peter's incarceration, with a little strategy and a lot of luck, he can hopefully provide an alibi for his whereabouts during the time of the alleged murder... like maybe he was working on an assignment for the Daily Bugle on that date. Then again, with today's legal system being what it is, Peter will probably effortlessly walk free... and he's not even a former athlete.

Joe Kucharski
(Street address withheld)
Haddon Heights, NJ 08035

We're glad that our recent and current storylines have fired up your interest in Spider-Man, Joe. There's seems to be a lot of that going around, judging from the mail! Are you still with us after the recent shake-ups? Let us know! Spidey's darkest hour may not yet be over...

Dear Crawl Space,

In the beginning, I thought I had it all figured out. The Spidey books were like a roller coaster that you've ridden over and over again. I started expecting things.

That's all changed. I never would have expected Aunt May to die: Or Peter to get jailed. Or M.J. to get pregnant. Or to get proof to back up my theory of Kaine being a Peter Parker clone.

This is a whole new ride, with new twists and turns. A completely original story. Kaine is the biggest loop in the roller coaster... and the Jackal is another surprise entirely.

David Goodwin
119 South 3rd Street
Olean, NY 14760

Unpredictability has indeed been the watchword in the Spider-titles of late, David... and that's not due to change anytime soon! And if you think that's just hype, pay close attention to these books in the next few months!

NEXT ISSUE: Chapter two of "The Greatest Responsibility," the *final* Spider-Man/Scarlet Spider story! We'll see who's behind the mysterious tentacle in this issue... and a startling development in MJ's pregnancy that leaves Peter Parker with the most important decision in his life. It's written by regular stalwart *Howard Mackie*, penciled by legendary Spidey artist *Gil Kane*, and inked by the great *Tom Palmer!* Be here in thirty big ones!

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MARVEL®
SPIDER-MAN GROUP

EXILED Part 4 of 4

SPIDER-MAN® UNLIMITED

VULTURE'S PREY

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IT'S NIGHT HERE IN NEW YORK CITY, BY ALL ACCOUNTS A MOST DANGEROUS TIME IN A MOST DANGEROUS PLACE.

THE SCARLET SPIDER THOUGHT THAT HE'D LEFT THIS PLACE BEHIND HIM, NEVER TO RETURN AGAIN.

IT WON'T BE THE FIRST TIME THAT HE'S WRONG TONIGHT.

EVEN THOUGH I VOWED TO LEAVE NEW YORK, LIFE JUST HAS OTHER PLANS FOR ME.

AFTER ALL, SEWARD TRAINER HAS BEEN THROUGH* I COULDN'T LET HIM RETURN TO THE CITY UNGUARDED.

BUT NOW THAT WE'VE CHECKED OUT HIS LAB, EVERYTHING IS OKAY AND SEWARD'S ALREADY BACK TO WORK DOING HIS SCIENCE THING.

* SEE AMAZING SPIDER-MAN #405 AND SPIDER-MAN #62 FOR ALL THE DETAILS.--ERIC

WHICH LEAVES ME BACK WHERE I GUESS I'VE ALWAYS **KNOWN** I BELONG--

-- NEW YORK, NEW YORK -- MY KIND OF TOWN!

AFTER ALL, **I'M** THE **ORIGINAL** SPIDER-MAN, DESPITE THE FACT THAT I'VE LET MY CLONE **CONTINUE** ON WITH THAT ROLE --

-- I FIGURE HE'S **EARNED** IT AFTER ALL THESE YEARS.

ALL I HAVE TO DO IS FIGURE **OUT** WHAT I WANT TO DO WITH MY LIFE--

--AS **BEN REILLY** AND AS THE **SCARLET SPIDER.**

AND THERE'S **NOTHING** LIKE SOME GOOD OLD FRIENDLY NEIGHBOR-HOOD WEB-SWINGING TO CLEAR MY HEAD.

STAN LEE PRESENTS:

EXILED PART 4 OF 4

A PROMISE TO KEEP

MIKE LACKEY - SCRIPT
SHAWN McMANUS - PENCILS
ROY BURDINE - FLASHBACK PENCILS
JOHN NYBERG & SHAWN McMANUS - INKS
JOHN KALISZ - COLORS*
ELIOPOULOS & NOVAK - LETTERS
ERIC FEIN - EDITOR
DANNY FINGEROTH - GROUP EDITOR
BOB BUDIANSKY - EDITOR IN CHIEF

*COMPUTER COLOR SEPARATIONS BY: MALIBU

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MEANWHILE, SLIGHTLY UPTOWN SOME THIRTY BLOCKS, THE VILLAINOUS VULTURE SWOOPS OVER THE CONCRETE CANYONS OF FIFTH AVENUE IN SEARCH OF PREY.

BUT WHILE HE FOLLOWS THIS UNCONSCIOUS NEED... THE IRREPRESSIBLE URGE FOR SUSTENANCE, THE EVIL MIND OF THIS MAN, ADRIAN TOOMES, WORKS UPON A VERY CONSCIOUS PLAN.

THIS NEXT CRIME, ALTHOUGH NOT PERFECT, IS THE NEXT BEST THING.

BUT IT'S NOT DIAMONDS OR RUBIES I CRAVE THIS TIME... NO, NO. SOMETHING MUCH MORE PRECIOUS.

YOUTH... POWER EVERLASTING!

THEN... I SHALL DESTROY MY ENEMIES, ONE BY ONE...

...AND ON THAT DAY, THE VULTURE WILL TRULY REIGN SUPREME!!

THE PAIN... SPLITTING MY HEAD IN TWO!!

TOTALLY... IRREVOCABLY... SU--

PREEEEEEME!

WHAT'S HAPPENING TO ME?! CAN'T SEE!!

CAN'T HEAR!! CAN'T BREATHE!! CAN'T--

FLYYYYYYEEEE!!

BA-BAM-UHH!

OOOOF!!

BIO-ARMATURE... TOOK THE BRUNT OF THE FALL...SAVED MY LIFE!!

BUT STILL... THAT DOESN'T ANSWER THE QUESTION...WHAT HAPPENED?

OWWW.

NO BROKEN BONES... ARMATURE'S STILL IN WORKING ORDER...THE TINKERER OUTDID HIMSELF WHEN HE REVAMPED IT RECENTLY!*

*ASM#386. --ERIC

I'VE REALLY GOT TO...

...HAND...

...MY HANDS!

IT'S HAPPENED AGAIN...

...I'M OLD!

MUST'VE BURNED THROUGH THE LIFE-ENERGIES I'D STOLEN FROM SPIDER-MAN, ALL THOSE MONTHS AGO!*

IT'S NOT FAIR!! I JUST CAN'T DIE LIKE THIS!!

I CAN'T... AND WON'T!

HEY, BUDDY... ARE YOU OKAY?

*SEE ASM#387. --ERIC

EH?

OH... GEEZ! I... I GUESS SO... UH...

JUST... JUST GO ABOUT YOUR BUSINESS, BUDDY!

MAKE LIKE I'M NOT EVEN HERE!

QUEENS, NY., A WORKING CLASS NEIGHBORHOOD.

THE MULLIGANS ARE A WORKING CLASS FAMILY ... HAVE BEEN FOR GENERATIONS.

BUT YOUNG JIMMY MULLIGAN AIMS TO CHANGE ALL THAT.

NO WAY YOU'RE WORKING FOR A BUM LIKE WHITTEN. YOU'RE GOING TO COLLEGE, LIKE WE DECIDED.

LIKE YOU DECIDED! WHY SHOULD I BREAK MY BACK?

MAYBE THIS KINDA LIFE IS OKAY FOR YOU... BUT I WANT MORE!

WHITTEN'S PAYING ME IN A WEEK WHAT YOU PULL DOWN IN A MONTH. WHO'S THE BUM, DAD?

HOW DARE YOU TALK TO ME LIKE THAT? I'VE WORKED FOR YEARS SO YOU COULD GET AN EDUCATION!

THIS CROOK'S TURNED YOUR BRAIN INSIDE-OUT WITH HIS FANCY PROMISES!

HE JUST NEEDS SOMEBODY TO TAKE A FALL FOR HIM!

YOU'RE WRONG! YOU'RE JUST JEALOUS!

JUST 'CAUSE YOU NEVER AMOUNTED T'NOTHIN' DOESN'T MEAN THAT I CAN'T... AND I'M GONNA DO IT MY WAY!!

LATER, BACK AT THE NEWSSTAND...

HMMMM. THIS LOOKS INTERESTING.

HUH... WHO??

GEEZ! NOT TWO IN ONE NIGHT!

HOLD ON TO YOUR SHORTS, PAL... I'M JUST YOUR FRIENDLY NEIGHBORHOOD SCARLET SPIDER. NOW, WHAT DO YOU MEAN BY "TWO"?

TWO OF YOU SUPER GUYS. FIRST THIS OLD GUY WITH WINGS, AND NOW YOU!

AN OLD GUY WITH WINGS? THAT SOUNDS LIKE THE VULTURE.

TIME

YEAH, HE JUST DROPPED OUTTA THE SKY... FROM A COUPL'A HUNNERT FEET UP! YOU SHOULD'A SEEN HIM BOUNCE!

HE HAD THIS LOOK IN HIS EYE! IT SCARED ME.

AND WHAT DO I TELL THE WIFE WHEN SHE ASKS WHAT HAPPENED TO THE CAR?

I THOUGHT I WAS IN TROUBLE BUT HE JUST TOOK OFF AGAIN.

EITHER SOMEBODY DECIDED TO JUMP OUT OF A 30TH STORY WINDOW AND LIVED TO WALK AWAY...

...OR SOMETHING DECIDEDLY SUPER-VILLAINOUS IS AT WORK!

HEY, BUDDY... THAT YOUR CAR?

RELAX...

I'M SURE YOUR AUTO INSURANCE HAS A CLAUSE FOR *BIRDMEN* FALLING FROM THE SKY. CAN YOU TELL ME ANYTHING ELSE?

LOOK... I JUST SELL *PAPERS*, OKAY?

SOME DWEEB DROPS OUTTA NOWHERE AND TRASHES MY CAR, *THEN* INSULTS ME AND FLIES OFF!

INSULTS YOU? WHAT DID HE *SAY*?

SOMETHING ABOUT A "*POLLUTED LIFE-FORCE*", OR SOME-THING.

HEY, I MEAN, SURE I TAKE A *DRINK* NOW AND THEN, BUT...

"NOW AND THEN"? THIS GUYS STINKS LIKE A *BREWERY*! OH WELL, BETTER MAKE A *MENTAL* NOTE ABOUT THAT. AS FOR RIGHT NOW, I COULD SURE USE A *SNACK*.

OKAY, *THANKS*, PAL. I'LL TAKE A *CANDY BAR*.

GO AHEAD... *TAKE* IT. FIFTY CENTS AIN'T GONNA FIX MY *CAR*!

THANKS, MISTER... HEY! WHAT KINDA DIRT IS THE *DAILY BUGLE* PRINTING *TODAY*?

THAT PAPER... THE *DATE*!

I'D *FORGOTTEN*! HOW *COULD* I?

TONIGHT IS THE *ANNIVERSARY* OF *UNCLE BEN'S MURDER*!

WITH EVERYTHING THAT'S BEEN HAPPENING LATELY, IT'S *UNDER-STANDABLE* HOW I COULD FORGET.

SURE... BUT *NOT* UNEXCUSABLE.

HOW COULD I HAVE BEEN SO *INSENSITIVE?* THAT MAN DID *EVERYTHING* FOR *AUNT MAY* AND ME...

...TAUGHT ME THE VALUE OF HARD WORK AND RESPONSIBILITY... TAUGHT ME TO *CARE.*

WELL, UNCLE BEN... YOUR LESSONS WEREN'T *LOST* ON ME.

SUBWA

D F

UPTOWN

THE D AND F TRAINS FROM MANHATTAN TO BROOKLYN ARE **NOT** RENOWNED FOR BEING THE **SAFEST** TRAINS IN NEW YORK.

THAT'S WHY PASSENGERS MUST STAY **ALERT**... WALK **BRISKLY**...

... AND TRY **NOT** TO STUMBLE INTO **BLIND ALLEYS.**

GREAT... THEY'VE CLOSED THE STATION... NOW I'VE GOT TO WALK TO THE **NEXT** ONE!

ONLY PLACE **YOU'RE** WALKIN' TO, BUD...

...IS THE FREAKIN' **PEARLY GATES!!**

THAT IS, 'LESS YOU BEEN **BAD**...

...LIKE **ME!!**

PLEASE... I HAVE MONEY...!

DON'T WANT IT... I JUST WANNA KILL YA --

URK--!

HERE... TAKE IT... I... HUH?

WHAT? WHERE'D HE GO?!

WAS I IMAGINING THINGS?

THAT'S IT, JEFF... NO MORE SAKE FOR YOU!

LEAVE THAT SORTA STUFF FOR THE GUYS WHO CAN HANDLE IT... WHEW!

AL ARTS

THAT WAS A SCARE...

WELL, I STILL HAVE A LONG RIDE AHEAD OF ME, BETTER GET...

...OUTTA HERE!

NOT YET... YOUR FRIEND HERE'S BEEN WAITING FOR YOU!

OH LORD... THE VULTURE! DON'T HURT ME... I HAVE MONEY!!

YOU SCUMMY SUIT! THAT'S YOUR KIND'S ANSWER TO EVERYTHING!!

THROW MONEY AT A PROBLEM... HOPE IT WILL GO AWAY!!

WELL, NOT THIS TIME!!

WHY DIDN'T I TAKE A CAB?

THIS TIME I NEED A LITTLE BIT MORE... YOUR LIFE ENERGY!!

AND DON'T WORRY... THIS'LL HURT YOU LOTS MORE THAN IT HURTS ME!

NOOOOOOOOOO

FOREST HILLS CEMETERY...

BEN PARKER

HE WAS LOVED

GHT

YOU MEANT *SO MUCH* TO ME, UNCLE BEN.

I CAN'T BELIEVE THAT I ALMOST *FORGOT.* JUST HAD A LOT ON MY MIND, I GUESS.

I CAN NEVER REALLY BEGIN TO TELL YOU HOW *SORRY* I AM FOR NOT STOPPING THE *BURGLAR* WHEN I HAD THE CHANCE* BUT YOU'D BE *PROUD* OF ME, BEN... I'M *MAKING* SOMETHING OF MY LIFE.

AS HARD AS IT IS, I'M *LIVING* BY YOUR WORDS... WITH GREAT POWER *MUST* COME GREAT...

* THE NOW-CLASSIC AMAZING FANTASY #15.
-- ERIC

HUH? MY *SPIDER-SENSE* IS TINGLING!

SOMEBODY'S *COMING!* I'D BETTER MAKE A *TACTICAL WITHDRAWAL* UNTIL I CAN SEE WHO IT IS...!

HI, BEN... IT'S BEEN A *LONG* TIME.

BEN PARKER

HE WAS LOVED

BUT EVEN AFTER ALL THESE *YEARS*, I'VE NEVER *FORGOTTEN* WHAT YOU *DID* FOR ME.

YOU GAVE ME THE *STRENGTH*... THE *COURAGE* THAT I *NEEDED* TO GO ON... EVEN THOUGH I WAS AT THE END OF MY ROPE.

THINGS HAVEN'T BEEN *EASY*... THE WIFE AND KIDS, AND EVERY-THING... Y'KNOW. BUT WE ALL LOVE EACH OTHER... WE ALWAYS GOT *BY*.

BUT *NOW*... THINGS... THINGS HAVE GONE *SOUR* AGAIN... I...

...I DON'T REALLY KNOW *WHY* I CAME HERE, BEN.

MAYBE I FIGURED THAT *SOMEHOW*... YOU COULD HELP ME... ONE MORE TIME.

SHEESH! WHO *IS* THIS GUY?

YOU ALWAYS WERE A GOOD MAN, BEN... BETTER THAN ME. YOU NEVER LOST FAITH... NEVER LOST *HOPE*.

ER

UGHT US OVE

KER

AS D

I WISH I COULD BE MORE LIKE YOU.

"I STILL REMEMBER THAT DAY IN THE TEXTILE FACTORY... WE WERE ABOUT TO BREAK FOR LUNCH.

HEY, BEN! WHAT DO YA SAY TO SOME TURKEY SANDWICHES?

SOUNDS GOOD T'ME, MR. MULLIGAN!

LOOKIT OLE ERIC UP THERE, YANKING OUT A JAM...

HEH HEH. NO WONDER HE'S SO THIN; ALWAYS WORKING THROUGH LUNCH.

LET'S GO! THE SPOOLS WILL BE HERE WHEN YOU GET BACK!

JESTA SECOND, MR. PARKER...! THIS MACHINE, SHE'S A FEISTY ONE, I...

OH NO!! SHE'S STARTED UP AGAIN... I'M CAUGHT!

SOMEBODY HELP!! IT'S GOT ME ARM!!

HELLLPPPP!!

WE'VE GOT TO HELP HIM, COLM!

RIGHT, BEN...

...YOU BRACE THE GEARS TO A STOP...

...WHILE I YANK ERIC FREE!! HANG ON, PAL!

HURRY UP! CAN'T HOLD IT... MUCH LONGER!

STEADY NOW... STAY CALM.

...GOTCHA!!

THANK YOU, MULLIGAN. THANK YOU THANK THANK YOU!

"HE WAS LUCKY... ONLY ONE BROKEN BONE. THIS IS A DANGEROUS JOB. YOU FORGET... YOU CAN GET DEAD QUICK.

I NEVER INTENDED ON SPENDING MY LIFE IN A JOB LIKE THIS... I'D STARTED COLLEGE AND EVERYTHING. BUT I GOT MARRIED... THE KIDS CAME ALONG...

...DIAPERS BEFORE TEXTBOOKS, Y'KNOW?

IT'S NOT TOO LATE, COLM. WHAT ABOUT *NIGHT SCHOOL*?

SURE, IF *DAYS* HAD ABOUT 75 HOURS APIECE.

I PROMISED MY FATHER BEFORE HE DIED THAT THE *MULLIGANS* WOULDN'T BREAK THEIR BACKS FOREVER.

THAT THEY'D BE EDUCATED, AND *MAKE* SOMETHING OF THEMSELVES!

YOU'RE A GOOD FELLA, COLM. ANOTHER GUY MIGHT'VE LET POOR *ERIC* GET CRUNCHED BY THAT MACHINE.

BUT YOU'RE DIFFERENT. YOU HAVE A REAL SENSE OF *RESPONSIBILITY*.

SWELL, BUT WHAT I *NEED* IS *CASH*. THE *BURSAR* WANTS IT UP *FRONT*. FACE IT, I'M STUCK IN THIS DEAD END JOB *FOREVER*!

THE *ONLY* DEAD END IS ONE THAT YOU MAKE FOR YOURSELF! YOU'VE GOT A GREAT FAMILY...

...AND NOW YOU'VE GOT A *FRIEND*!

MR. PARKER, ALTHOUGH I DO APPRECIATE YOUR STERLING CHARACTER REFERENCE FOR MR. MULLIGAN...

...ALL TUITION FEES ARE DUE BEFORE CLASSES BEGIN.

LET'S GO, BEN, THERE'S NOTHING FOR US HERE.

NOT WITHOUT MONEY, I'M AFRAID.

YOU UNDERSTOOD THE IMPORTANCE OF SCHOOL, BEN. I KNOW THAT'S WHY YOU PUSHED YOUR NEPHEW PETER SO HARD. BUT...

WHY DID YOU MAKE ME SIT THROUGH ALL THAT? IT WAS SO HUMILI-ATING!

I'M SORRY, COLM. I GUESS LIVING WITH MAY HAS KINDA MADE ME THINK THAT EVERY-BODY'S AS SWEET AND KIND AS HER.

TELL YOU WHAT...

...TAKE THIS CHECK. IT'S NOT A GIFT, BUT A LOAN.

PROMISE ME YOU'LL USE IT TO MAKE GOOD ON THAT PROMISE TO YOUR DAD.

PAY ME BACK WHEN YOU CAN.

IT'S A DEAL, BEN.

"...A FEW HOURS LATER, SOME CREEP STOLE YOUR LIFE. MINE TOO, IN A WAY.

"I NEVER CASHED YOUR CHECK. I FIGURED MAY AND PETER NEEDED IT MORE THAN I DID."

NOW YOU'RE GONE... MAY'S GONE, AND I'M STILL HERE... STUCK IN THAT DEAD END, LOUSY JOB.

I'VE ALWAYS BEEN GRATEFUL FOR YOUR EFFORT, THOUGH. NOBODY'S EVER DONE A FINER THING FOR ME.

NOW, MY JIMMY HAS FALLEN IN WITH A BAD CROWD.

EVEN WORSE, I'VE FINALLY SCRIMPED ENOUGH TOGETHER TO SEND HIM TO THE SCHOOL I COULD NEVER ATTEND...

...AND HE DOESN'T WANT TO GO!

UNCLE BEN... I NEVER KNEW. HOW COULD I HAVE?

I SHOULD GO. BUT, I JUST WANTED YOU T'KNOW--

EXCUSE ME... I'M PETER PARKER, BEN'S NEPHEW. WHO ARE YOU?

I...I COULDN'T HELP BUT OVER-HEAR.

JUST AN OLD FRIEND OF BEN'S. I SHOULD GO.

NO...WAIT! I HEARD WHAT YOU SAID ABOUT THE PROMISE TO YOUR DAD. MAYBE IT'S NOT TOO LATE TO STILL MAKE GOOD ON IT.

DO YOU HAVE A PHOTO OF JIMMY?

SURE, BUT... WHY WOULD YOU HELP ME? YOU DON'T KNOW ME FROM ADAM.

IF THERE WAS ONE THING UNCLE BEN TAUGHT ME...

...IT WAS TO AL-WAYS MAKE GOOD ON A PROMISE.

MEANWHILE, JIMMY TAKES HIS FIRST MEETING AS ONE OF WHITTEN'S SELECT FOOTMEN.

...AND *THIS* IS WHERE WE'LL FIND THOSE LOVELY, OVER-PRICED ELECTRONIC COMPONENTS!

IT'S A NEW TECH-NOLOGY... SHOULD MAKE THE CD PLAYER OBSOLETE... AND WE'LL HAVE THE ONLY WORKING PROTOTYPE!

HEH HEH... *MONEY* IN THE BANK!

SURE YOU'RE UP FOR IT, JIMBO?

BEEN WAITING FOR THIS MY WHOLE *LIFE!*

BUT I GOT JUST *ONE* QUESTION... WHAT ABOUT THE *GUARD?*

WANNA FIELD *THAT* ONE, MR. WHITTEN?

WHAT DO YOU *THINK?* ANYBODY SEES YOU ...WASTE 'EM!

WHAT? YOU MEAN *KILL* HIM?

HE DON'T MEAN "SEND'M A CANDY GRAM!"

LISTEN, PUNK, *YOU* CAME TO *ME* FOR A JOB. WERE YOU JUST WASTIN' MY *TIME*, OR WHAT?!

N-N-NO, SIR!

WHAT HAVE I GOTTEN MYSELF INTO?

ONE HOUR LATER.

WHAT HAVE I GOTTEN MYSELF INTO?

MY INTENTION UPON BUILDING THIS NEW BIO-HARNESS WAS TO RESTORE TO ME MY LOST YOUTH...NOT TO BECOME SOME KIND OF ENERGY VAMPIRE!

STILL, IF THAT IS THE PRICE I MUST PAY FOR MY YOUTH, GLADLY WILL I BEAR IT!

I AM ADRIAN TOOMES. AND I MUST NOT DIE!!

METALTRONICS

THE WORLD NEEDS ME...NEEDS MY GENIUS!!!

IF NOT TO BE WORSHIPPED OR FEARED, THEN, TO SERVE AS A GRIM REMINDER OF THEIR OWN FAILINGS!

HOWEVER, BEST KEEP MY MIND TO THE TASK AT HAND...

...WITHIN THIS WAREHOUSE ARE THE NECESSARY ELECTRONIC COMPONENTS I NEED TO INCREASE THE EFFICIENCY OF MY POWER-SIPHONING APPARATUS!

BY MY CURRENT CALCULATIONS, I ONLY ABSORB HALF THE LIFE-ENERGIES OF MY PREY. THAT SIMPLY WILL NOT DO.

IF I CAN MAKE MY BIO-HARNESS MORE EFFICIENT, THEN I WON'T HAVE TO JEOPARDIZE MYSELF AS OFTEN.

AFTER ALL, I'VE SPENT QUITE ENOUGH TIME IN PRISON!

"MY LAST BREAKOUT WAS HARDLY WHAT ONE COULD CALL... DRAMATIC.

"I HAD JUST BATTLED THAT LOW-LIFE SEMI-HERO, THE PROWLER, AND MET WITH YET ANOTHER INGLORIOUS DEFEAT.*

*SEE THE PROWLER LIMITED SERIES. --ERIC

"AT LEAST, I COMFORTED MYSELF, I HAD MY STOLEN YOUTH.

"THAT IS SOMETHING THE NEW YORK STATE CORRECTIONS DEPARTMENT COULD NEVER TAKE AWAY.

"SO, AS I SAT IN THE BACK OF THE HOWLING PADDY WAGON, WONDERING WHAT TURN MY LIFE WOULD TAKE NEXT...

"...MY BODY WAS WRACKED WITH AN OVERWHELMING PAIN!

"I THINK I SCREAMED... I MUST HAVE, BECAUSE IT WAS AT THAT MOMENT THAT THE TWO GUARDS TURNED AROUND, THEIR FACES REGISTERING SHOCK.

OH MY... GOSH!!

HE'S TURNED... OLD!!

"HAD I KNOWN THAT THIS WAS BUT THE FIRST OF MANY SUCH EPISODES, I MAY HAVE GIVEN UP RIGHT THERE.

"HOWEVER, OUR ROUTE TO THE PENITENTIARY WAS DIVERTED, AND I WAS TAKEN TO A LOCAL HOSPITAL INSTEAD.

"AND WHILE DOCTORS AND DETECTIVES PUZZLED OVER THE ANOMALIES OF MY CONDITION...

"I SLIPPED INTO THE ADJACENT GERIATRIC WING, WHERE I MIXED WITH RESIDENTS EASILY. I GAINED ANONYMITY...

"...AND PRECIOUS FREEDOM.

GERIATRIC WING

"AFTER THAT I WAS BACK TO "NORMAL"-- YOUNG AND HEALTHY.

"I FORGOT ABOUT IT AND WENT ABOUT MY BUSINESS* UNTIL LAST NIGHT."

*SEE FUNERAL FOR AN OCTOPUS #'S 1-3 AND SPIDEY UNLIMITED #9 FOR ALL THE DETAILS. --ERIC

MY REVERSION BACK TO MY ELDERLY, DYING FORM HAS SIGNALLED A CHANGE IN MY BIO-SYSTEMS.

I NEED TO FIND A PERMANENT SOLUTION TO MY PREDICAMENT.

IT WON'T BE LONG BEFORE I MUST FEED AGAIN, AND THE CONSTANT ATTACKS ON CIVILIANS CANNOT CONTINUE AT THIS RATE...

...ESPECIALLY IN A CITY SUCH AS THIS, BRIMMING WITH SUPER-POWERED DO-GOODERS.

ONLY ANOTHER REASON WHY I MUST RE-VAMP MY ENERGY-SIPHONING HARNESS.

IF ONLY BESTMAN ELECTRONICS* HADN'T GONE BANKRUPT I'D HAVE UNLIMITED ACCESS TO THE PRECIOUS COMPONENTS I NEED!

*SEE PROWLER LIMITED SERIES. --ERIC

BUT NO MATTER... I'LL SOON HAVE ALL THAT I NEED ...AND MORE.

KEEP IT DOWN! WE'RE ALMOST THERE!

MMMMM. CHOWTIME!

CAN'T BELIEVE I'M CAUGHT UP IN THIS...

KEEP MOVIN', KID.

SHOULD'VE LISTENED TO DAD... SHOULD'VE ENROLLED IN COLLEGE!

IF I GET CAUGHT, I COULD END UP IN JAIL... OR WORSE!

I'LL DO THIS JOB... BUT AFTER THAT, I'M TELLING WHITTEN THAT I'M THROUGH BEIN' HIS FLUNKY!

NICE'N' QUIET! THIS'LL BE OVER IN A SECOND!

I CAN ALMOST SMELL THE LOOT WE'RE GONNA MAKE!

ONE FORMER NIGHT WATCHMAN ...COMING RIGHT UP!

HE'S GONNA DO IT... HE'S REALLY GONNA KILL THE GUARD!

I DIDN'T WANT TO BE A PARTY TO THIS... I JUST FIGURED WE WERE GONNA STEAL SOME STEREOS!

NO... DON'T!!

WHAT THE... THIEVES!

BURGLARS, ACTUALLY.

THERE'S NO REASON FOR THIS... YOU CAN TAKE WHATCHA WANT...!

SORRY, OLD-TIMER. BUT WE GOT OUR ORDERS...

...NO WITNESSES!

SOON TO BE KILLERS!

YOU HEAR SOMETHIN'? LIKE THE FLAPPIN' OF WINGS??

YEAH... I DO.

THAT WOULD BE ME, GENTS...THE VULTURE!

I DON'T KNOW WHAT YOU'RE DOING HERE AT THIS HOUR...

THWAK!

...BUT I'VE THE SUSPICION THAT IT MIGHT THROW MY PLANS INTO CHAOS!

HE'S NUTS... LET'S SPLIT!!

AND THEY ARE FAR TOO PRECIOUS TO ALLOW FOR THAT TO HAPPEN!

FEEL WOOZY ...WEAKER... EXPENDED TOO MUCH ENERGY FIGHTING THESE HOODLUMS...

MUST REGAIN STRENGTH...MUST FEED...

...AGAIN!!!

THAT'S BETTER... NOW, AS FOR YOU, OLD-TIMER... YOU AND ME ARE GOING TO HAVE A LITTLE CHAT!

MEANWHILE, DOWN THE BLOCK...

MULLIGAN SAID HIS SON IS WORKING FOR A "BUSINESSMAN" NAMED WHITTEN--

--WORD ON THE STREET HAS IT THAT WHITTEN HAS SENT HIS MEN TO THIS AREA TO BOOST SOME ELECTRONICS COMPONENTS.

HMM... THOSE TWO LOOK SUFFICIENTLY SUSPICIOUS...

THWIPP

WHAT THE...? WEBS!?

SPIDER-MAN?

THWIPP

SORT OF.

OKAY, NELSON... IDIOT... I'M LOOKING FOR A JIMMY MULLIGAN.

WEB US TO THE MOON IF YOU WANT. YA STILL AIN'T GETTING JACK OUTTA US!

YEAH! OLD MAN WHITTEN WOULD KILL US IF WE TALKED!

LET'S CHAT!

OH, SO YOU ARE WHITTEN'S GOONS!

I DUNNO, NELSON... HE'S AS GOOFY AS SPIDER-MAN!

DON'T USE OUR NAMES, YA IDIOT!

YOU REALLY ARE AN IDIOT.

SORRY.

LATER...

SMASH!

HI, EVERYBODY! MIND IF I TAKE DRACULA HERE TO THE BIG HOUSE?

THE SCARLET SPIDER?!

IT'S BEEN A WHILE, HASN'T IT?*

NOT LONG ENOUGH!*

LOOK OUT, SPIDEY... HE'S A VAMPIRE! I SAW HIM KILL THOSE GUYS!

*SCARLET AND VULTURE LAST TANGLED IN THE "SPIDER-MAN: FUNERAL FOR AN OCTOPUS" LIMITED SERIES. --ERIC

AN APT DESCRIPTION--IF SOMEWHAT FANCIFUL.

TAKE YOUR LEAVE, WALL-CRAWLER ...I MAKE THIS OFFER BUT ONCE!

PARDON? IT IS SO HARD TO HEAR IN THIS MASK!

BKOK!

I'VE NO TIME TO WASTE WITH YOU ON EXTENDED FISTICUFFS, WEB-SLINGER--

--OR EVEN, IT SEEMS, FOR A BRIEF ONE!

GOTTA GIVE JIMMY TIME TO ESCAPE--

SMAK!

CAUGHT YOU NAPPING, SCARLET!

OUCH!! STOP CALLING ME THAT! I HATE BEING CALLED THAT!

THINK, JIMMY, THINK. WHAT DO YOU DO?!?

WELL, I REALLY MUST FLY NOW, SCARLET. I HAVE SO VERY MUCH TO DO--!

COME ON, OLD MAN! I'LL SHOW YOU THE CITY IN A WHOLE NEW WAY!!

HEY! LEMME GO!! HEELLPP!!

THE ONLY THING I CAN DO--RUN!!

THAT KICK ALMOST TOOK MY HEAD OFF! VULTURE WAS NEVER SO STRONG BEFORE! NOT EVEN DURING OUR LAST ENCOUNTER!

FACE IT, REILLY, NOTHING IS THE WAY IT USED TO BE!

WHERE ARE YOU TAKING ME? WHY ARE YOU DOING THIS? WHAT DO YOU WANT WITH ALL THAT STUFF?

AN AWFUL LOTTA QUESTIONS FOR A RENT-A-COP!? WHAT ARE YOU, SHERLOCK HOLMES?!?

NOW STAY STILL AND SHUT UP--LIKE A GOOD LITTLE HOSTAGE!!

MEIRO ELECTRONICS

GOTTA SHAKE THE COBWEBS--NO PUN INTENDED--AND GET AFTER HIM! I CAN'T LET HIM HURT THE OLD MAN!!

THWIPPP!!

TOOMES!! STOP THIS!! TOO MANY PEOPLE HAVE DIED ALREADY!

I KNOW YOU CAN HEAR ME!! LET THE OLD MAN GO!

JIMMY MULLIGAN WILL HAVE TO WAIT!

I WON'T LET YOU GET AWAY THIS EASY!!

REALLY? SURVEY SAYS--

--THAT ANSWER IS INCORRECT!

YOU CAN'T SAY I'M BEING DISAGREE-ABLE NOW, CAN YOU? I MEAN, I DID AS YOU SAID--

--I LET HIM GO! HA HA HA HA HA HA!!!

AAAAAAA!

HE'S NUTS-- AS IF DRUNK WITH THE POWER OF HIS REGAINED YOUTH!

BUT NO TIME FOR PSYCHOANALYSIS NOW! I'VE ONLY GOT TIME FOR ONE SHOT--

--CAN'T HELP BUT THINK ABOUT GWEN STACY--

--NO!! PUT IT OUT OF YOUR MIND!! CONCEN-TRATE!!

THWIPP!

"MAKE THE WEB FLEXIBLE--LIKE A BUNGEE CORD INSTEAD OF A ROPE--

"--AND PRAY FOR THE BEST!"

YOU DID IT!! YOU SAVED ME!!

MOMENTS LATER, ATOP THE METRO WAREHOUSE.

YOU'RE SAYING THAT GIZMO OF HIS ABSORBED THEM SOMEHOW??

NOT THEIR BODIES, NO-- MORE LIKE THEIR INSIDES-- THEIR LIFE ENERGIES.

I KNOW IT SOUNDS NUTS, BUT I SAW IT! TAKE A LOOK AT THE BODIES!

UHHMMM, NO THANKS.

WANNA KNOW WHAT I THINK? I THINK HE SUCKED UP THEIR ELECTROMAGNETIC FIELDS! THAT'S WHAT POWERS OUR BRAINS!

MAYBE HE NEEDS IT TO LIVE. THE STUFF HE STOLE TONIGHT WAS ALL ENERGY-SIPHONING CIRCUITS. CUTTING EDGE STUFF. THAT MEANS HE'S SMART, TOO.

NO OFFENSE, BUT-- YOU'RE JUST THE NIGHT WATCHMAN. HOW DO YOU KNOW ALL THIS STUFF?

HECK, I'VE BEEN READING THOSE TECHNICAL MANUALS IN THERE FOR YEARS NOW. SUPPOSE IT AIN'T REALLY LEGAL, WITH SOME OF IT BEIN' TOP SECRET AND ALL, BUT IT GETS BORING IN THERE!

BUT I GOT A CHANCE TO SEE HOW THAT GIZMO OF HIS WORKED--!

I THINK I KNOW OF A WAY YOU CAN FIGHT IT!

REALLY OLD-TIMER?? TELL ME MORE...

AND, BACK AT WHITTEN'S OFFICE...

BAD NEWS, MR. W! EVERYTHING WENT BUST! SOME NUT DRESSED LIKE SPIDER-MAN SHOWED UP...AND SOME BIRD-GUY TOO!

EVERY-BODY'S DEAD!!

LISSEN... I MADE A MISTAKE... I QUIT! I NEVER BARGAINED FOR THIS!

I NEVER BARGAINED ON MURDER!

I CAN SEE YOUR OBVIOUS DISTRESS, MR. MULLIGAN.

HOWEVER, I ALSO SEE THAT YOUR HANDS ARE EMPTY!

YOU LITTLE TWERP! MY MEN DIED FOR THIS JOB AND YOU'RE SNIVELLING ABOUT GETTING YOUR HANDS "DIRTY"?!

YOU CAME TO ME. I TOOK YOU IN... SHOWED YOU THE ROPES...AND THIS IS HOW YOU PAY ME BACK?!?

BUT--

SHADDUP!!!

YOU, MY YOUNG FORMER ASSOCIATE, MUST BE TAUGHT THE IMPORTANCE OF KEEPING ONE'S WORD...

...AND SEEING A COMMITMENT THROUGH TO THE END.

THE BEATING IS A BRUTAL ONE, AND JIMMY AWAKENS SOME HOURS LATER, IN THE EMERGENCY ROOM OF THE LOCAL HOSPITAL.

HEY, DOC! SOME LIMO JUST DUMPED THIS KID OUTSIDE! HE'S BUSTED UP PRETTY GOOD, MAYBE SOME BROKEN RIBS.

SOMEBODY REALLY DID A NUMBER ON HIM.

GET HIM TO X-RAY... STAT!

I DESERVE THIS... FOR BEING A COWARD ...FOR NOT SEEIN' THINGS THROUGH.

I DESERVE IT...

WHERE IS HE? WHERE'S MY BOY?!

I KNEW THAT CREEP WHITTEN WOULD GET HIM HURT!

WHERE'S THE DOCTOR? WHO'S IN CHARGE?!

MR. AND MRS. MULLIGAN, JIMMY SEEMS TO HAVE SUFFERED A CONCUSSION.

WE WON'T REALLY KNOW ANY MORE UNTIL THE TESTS COME BACK.

I'M SORRY... BUT THAT GOON JUST CAN'T GET AWAY WITH THIS!

NO ONE DOES THAT TO MY SON! NO ONE!

BEST WAIT HERE.

THIS IS ALL MY FAULT... MINE.

NOT NOW, COLM. HE NEEDS YOU... I NEED YOU!

MEANWHILE, THE SCARLET SPIDER IS MAKING SOME INQUIRIES OF HIS OWN.

AT THE HOSPITAL?? WHY?

THEN MOM CALLED FROM THE HOSPITAL, AND SAID THAT DAD WAS GOING TO GET THAT BAD MR. WHITTEN GUY! I'M SCARED HE'S GONNA DO SOMETHING BAD!!

DON'T WORRY, MARGIE... HE'S GOT A GREAT FAMILY--

--AND NOW HE'S GOT A FRIEND!

THEY GOT A PHONE CALL... THEY DIDN'T GIVE THEIR NAME... SAID THAT JIMMY BELONGED THERE!

THEY SAID HE MIGHT NOT BE SO LUCKY NEXT TIME!

THEY SAID THAT'S WHAT HAPPENS TO PEOPLE WHO GO BACK ON THEIR WORD!

WISH I WAS AS CONFIDENT AS I SOUNDED. THIS WHITTEN'S NO SMALL FISH TO FRY. NOT TO MENTION THE VULTURE!

OH WELL. AT LEAST THEY AREN'T ON THE SAME SIDE!

THIS ISN'T RIGHT. THE DOOR'S BUSTED OPEN.

COPS? CAN'T BE... THIS PRECINCT'S ON WHITTEN'S PAYROLL.

ONLY ONE WAY TO FIND OUT. TO MAKE THINGS RIGHT AGAIN.

PHEW! STINKS IN HERE... LIKE GUNPOWDER... AND OZONE!

GOOD LORD! THEY'RE DEAD!! ALL DEAD!!

IT'S LIKE SOMETHING'S SUCKED THE LIFE OUTTA THEM!

THEY'RE DRIED UP-- LIKE MUMMIES!

WHO DID THIS? WHAT DID THIS!?

OOHHHH...

WHUZZAT?!?

WHITTEN, YOU RAT! WHAT HAPPENED!?

SOME COSTUMED CREEP JUMPED US... WHADDA YOU CARE, MULLIGAN?!?

JUST WANNA KNOW WHERE TO SEND THE THANK YOU NOTE!

HEY! NOT MY FAULT YOUR KID WANTS THE GOOD LIFE--

--A LIFE YOU CAN'T PROVIDE!

I'M GONNA--I OUGHTTA-- I--I--!

--I CAN'T.

HAH! SO THAT'S WHERE LI'L JIMBO GOT THEM PANSY GENES FROM! I SHOULD'A KNOWN!

I'M THROUGH PLAYING YOUR GAME, WHITTEN!

CYCLES OF VIOLENCE --NEVER ENDING-- ALWAYS ESCALATING. IT ALMOST COST ME MY SON--MY FREEDOM!

THINK AGAIN--

THWIP!

WHAT THE--?! SPIDER-MAN?!

AWWW, YOU THINK YOU CAN JUST TAKE YOUR BALL AND GO HOME?!?

YEAH, YEAH... WHATEVER.

YOU AIN'T GOT NUTHIN' ON ME!! I'M A LEGITIMATE BUSINESSMAN!!

BETCHA CAN'T SAY THAT TEN TIMES FAST WITHOUT LAUGHING!

THWIPP!

BUT YOU, MULLIGAN...THIS IS A REAL SURPRISE. I THOUGHT YOU HAD MORE BRAINS THAN THIS. GO HOME WHILE YOU STILL CAN.

DON'T SWEAT IT, SPIDEY. HE WUSSED OUT, BIG TIME!

IT'S TRUE. I'M NOT A VERY GOOD KILLER...

...AND NOT A VERY GOOD FATHER, EITHER, IF I LOSE JIMMY TO A CREEP LIKE HIM.

HEY! THIS IS ITALIAN SILK... THREE THOUSAND BUCKS!

SHADDUP, YOU FREAK!

FOR THAT TACKY THING??? NOW THAT'S A CRIME!

TSK! SUCH LANGUAGE! THE GUYS IN THE CELL BLOCK WILL BE REAL IMPRESSED!

SO TRY AGAIN...TAKE THE CHANCE. WHAT DO YOU HAVE TO LOSE...BUT YOUR SON?

AS FOR YOU, MULLIGAN...

...YOU KNOW WHAT YOU HAVE TO DO.

YEAH... I GUESS I DO.

AND WHAT ABOUT THE AMAZING SPIDER-MAN? WHAT'S HE BEEN DOING DURING ALL OF THIS?

GROCERY SHOPPING.

IMAGINE THAT-- ME --THE IDOL OF MILLIONS --STUCK IN THE TEN ITEMS OR LESS LINE. HEY, I'M SORRY-- BUT THREE-FOR-A-DOLLAR ITEMS DON'T COUNT AS ONE ITEM!

SHEESH... BETTER CHILL OUT, WEB-HEAD! THIS DINNER WITH MARY JANE IS THE FIRST NIGHT IN WEEKS WE'VE BEEN ALONE TOGETHER SINCE I DON'T KNOW WHEN!

WHAT THE...?!? A VISION... OF MARY JANE!!! JUST LIKE IN MY NIGHTMARES.*

*SEE AMAZING SPIDER-MAN #405. --ERIC

IS SHE IN TROUBLE?!? IS SHE... DEAD?!?

WHAT ABOUT THE BABY?!?

NOW THE VISION... IT'S GONE! WHAT WAS IT?

IS IT PART OF THE CLONE DEGENERATION PROCESS? OR AM I JUST LOSING MY MIND?

ONLY ONE WAY TO FIND OUT...

AND THAT'S TO GET HOME TO MJ-- --AND FAST!

FOR THE DETAILS ON SPIDEY'S STRANGE VISION, CHECK OUT SPECTACULAR #228 AND WEB #129 FOR THE SHOCKING REVELATIONS! --ERIC

NEVER BEFORE HAVE I BEEN SO POWERFUL... HAVE I SWEPT THE SKIES WITH SUCH GRACE-- STEALTH!

BETWEEN ADAPTING MY POWER-SIPHONING GIZMO WITH THOSE NEW COMPONENTS AND ABSORBING A DOZEN OF WHITTEN'S STRONGEST MEN, ADRIAN TOOMES HAS TRULY HAD A GREAT NIGHT!!

FUNNY THING ABOUT GREAT NIGHTS--

--THEY USUALLY TURN INTO LOUSY MORNINGS!

WHA?!?! ...HOW DID YOU FIND ME?!?

COME ON, FELLA! IT WASN'T TOO HARD TO TRACK DOWN A BIG GREEN FLYING GUY WITH WINGS...

...EVEN IN NEW YORK!

THWIPP!!

REALLY? I CAN FIX THAT!

I HATE YOU!! I CAN'T STAND THE SIGHT OF YOU!!

YOU IMBECILE!! NOW I'M BLIND!!

SOME THANKS I GET. TRY AND HELP A GUY OUT--

--WELL, I DON'T NEED A BRICK WALL TO FALL ON ME!

THWAK!

UNLIKE YOU.

I MEAN, HOW MANY TIMES WILL WE HAVE TO GO THROUGH THIS? I HIT YOU--YOU TRY AND HIT ME...!

SHUT UP!! JUST--SHUT UP!!

GROUNDED, I'M NO MATCH FOR YOU. BUT ONCE I TAKE TO THE AIR AGAIN--

THIS IS NOT SOME WITHERED, OLD MAN YOU FACE--

--BUT ADRIAN TOOMES--THE NEW AND IMPROVED--

--THE FINAL VICTORY WILL BE MINE!!

SHRRIPP!

--VULTURE!

YOU TALK TOO MUCH.

EVEN WORSE, YOU TOLD ME HOW TO BEAT YOU.

IF YOU CAN'T FLY--

SCRUNCH!

--IT'LL BE A WHOLE LOT EASIER TO POUND YOUR CAKES!!

YOU IDIOT!! DO YOU KNOW HOW MUCH THIS THING COSTS?!?

NOT A THIRD OF WHAT YOUR BAIL IS GONNA BE, I'D WAGER!

SO, ARE YOU GONNA COME ALONG QUIETLY--

--OR DO I HAVE TO ROUGH YOU UP?!

OHHH-- I'M COMING, BUG--!

--AND FASTER THAN YOU THINK!!

YOU SHOULD NEVER HAVE UNDERESTIMATED ME; FOR IT HAS COST YOU YOUR LIFE!

!!!

IN THE PAST, I ABSORBED SPIDER-MAN'S LIFE ENERGIES! IT MADE ME YOUNG--POWERFUL--MORE ALIVE THAN I'D BEEN IN YEARS!

NOW WE SHALL SEE, MY SCARLET FRIEND, WHAT HAPPENS WHEN I TURN MY POWER-SIPHON--

--ON YOU!!

KZAPP!

ODD.

WHY DON'T I FEEL HIS POWER SURGING THROUGH ME AS IT DID BEFORE?

COULD SOMETHING BE WRONG WITH MY GIZMO?

DID THE MEDDLING FOOL SOMEHOW BREAK IT IN THE FIGHT?

NO--

--OR AT LEAST, NOT YET!

YOU'RE ALIVE-- BUT HOW?!?

SMAK!

KZZZZZ!

AIEEEEEE!

OUCH! WATCH OUT FOR THAT FUSE BOX.

IT WILL TAKE... MORE THAN THAT...

...TO SPARE YOU... MY WRATH.

YOUR WRATH I CAN HANDLE --BUT YOUR BREATH?

NOW, THAT'S ANOTHER STORY!

FOOL! THIS WEB WON'T HOLD ME LONG!

THWIPP!

IT DOESN'T HAVE TO.

I JUST NEED ENOUGH TIME TO GRAB YOUR POWER-GIZMO--

--AH! THERE WE GO!

THIS CAN'T BE HAPPENING! HOW DID YOU BEAT THE SIPHON?!?

YOU HAVE TO TELL ME!! I'VE GOT TO KNOW!!

AND THE WORLD IS SPARED FROM YET ANOTHER OF YOUR LOONEY INVENTIONS!

SKUNKH!

SORRY, I CAN'T GIVE AWAY ANY SUPER HERO INDUSTRY SECRETS ...UNION RULES!

OH, BY THE WAY...

...YOU'RE LOOKING A LITTLE WRINKLED. GUESS IT'S BACK TO THE OLD AGE HOME FOR YOU!

NO! NOOOOOOOOOOO!

HEH HEH!

ONCE TOOMES CALMS DOWN HE'LL REALIZE I WAS JUST *RAZZING* HIM, BUT UNTIL *THEN* HE CAN SWEAT IT OUT!

I'M JUST GLAD EVERYTHING WORKED OUT... FOR ONCE!

IT WAS A *RISKY* PLAN, BUT IT PAID OFF! I'M *ALIVE* AND THE VULTURE IS IN CUSTODY!

AFTER THE NIGHT WATCHMAN GAVE ME THE IDEA THAT HIS GIZMO WAS ABSORBING *ELEC-TRICAL* ENERGY FROM LIVING THINGS, I FIGURED THAT IF I *INSULATED* MYSELF THAT I'D BE OKAY.

ONE RUBBER SKIN-DIVING SHIRT *LATER*, THE SCARLET SPIDER IS STANDING TALL, AND ADRIAN TOOMES TAKES THE BIG FALL!

NOW THERE'S ONLY *ONE* LOOSE END LEFT.

FOR THE FIRST TIME IN A LONG TIME, THE FUTURE LOOKS GOOD.

JIMMY'S BACK HOME WITH THE FAMILY, AND HAS REGISTERED AT ESU. WHITTEN'S CRIME RING IS SMASHED. I THINK THAT THINGS ARE GONNA BE OKAY.

I'M GLAD TO HEAR IT.

I'M JUST SORRY I COULDN'T DO MORE THAN SHOW JIMMY'S PHOTO AROUND TO MY SOURCES AT THE DAILY BUGLE.

WELL, THE IMPORTANT THING IS THAT YOU *TRIED*. I CAN'T THANK YOU ENOUGH.

CAN YOU STAY FOR SUPPER? WE OWE YOU *THAT*, AT LEAST.

MY PLEASURE.

THANKS, BUT I CAN'T. I'VE GOTTA GET TO WORK. BYE!

THAT *PETER* IS SO WONDERFUL... HIS UNCLE BEN WOULD BE SO VERY *PROUD* OF HIM!

YEARS AGO, YOUNG COLM MULLIGAN MADE A PROMISE TO HIS DYING FATHER THAT HE THOUGHT HE COULD NEVER KEEP.

WHEN HE MET BEN PARKER, THINGS CHANGED. HE HAD HOPE... A REASON TO GO ON. BUT THINGS TOOK A NASTY TURN, AND ONCE MORE COLM THOUGHT THAT ALL WAS LOST.

LITTLE DID HE REALIZE THAT AN ENTIRE GENERATION LATER, THE CHILDREN OF EACH OF THESE FAMILIES WOULD FINALLY MAKE GOOD ON THAT PROMISE.

UNDER HIS MASK, THE SCARLET SPIDER HAS TO SMIRK AT THE IRONY OF ALL THIS, AND, HE SUSPECTS THAT IF HIS UNCLE BEN WERE WATCHING THE EVENTS OF THE LAST FEW HOURS...

...THAT HE'D BE SMILING TOO.

THE END!

SPIDER-READERS UNLIMITED

%MARVEL COMICS
387 PARK AVE. SO.
NEW YORK, NY
10016

ERIC FEIN, EDITOR

CORRESPONDENTS: IF YOU DON'T WANT YOUR FULL ADDRESS PRINTED, PLEASE LET US KNOW.

"WHOOPS" DEPARTMENT: It seems that in our attempt to squeeze into the credits box all the talented folks who helped out with the inking on SPIDER-MAN UNLIMITED #9, we totally overlooked the life-saving coloring efforts of our buddy, *Tom Smith*, who pitched in to help regular colorist John Kalisz by doing over a third of the issue in record time... and doing a bang-up job, to boot! Sorry, Tom, it won't happen again... now will you have Venom release our families?

Dear Spider-Readers Unlimited,

Issue #9 was the best issue of SPIDER-MAN UNLIMITED ever. The writing was incredible and the art was simply mind-blowing! This issue concluded "The Mark of Kaine," another crossover in a sea of many. Much like "Power and Responsibility" and "Smoke and Mirrors," this story raised many questions but didn't really answer them. Which Spider-Man is the clone? Will we ever know for sure? Who is Kaine? I think he may well be another clone of Spider-Man, because he looks a lot like the Guardian from "Smoke and Mirrors."

Recently I heard a disturbing rumor that you guys were talking about bringing back Aunt May, either as a clone or as her actual self. Aunt May was a great character, but she shouldn't come back to life. Let her rest in peace. It seems that whenever a spider-character dies, they always seem to somehow come back. Please make this the exception!

Keep up the mesmerizing work! And bring back the Steel Spider! Until some other comic company comes up with a better character than Spider-Man, Make Mine Marvel!

Erik Martin
231 Elm Street
Sutherland, NE 69165

Well, Erik, if you followed "The Trial of Peter Parker" and "Maximum Clonage" in the other Spider-titles, you now have answers to a lot of your questions... and even more startling secrets behind the clone saga are revealed right here next issue! How's that for service?

Have no fear, Aunt May is still resting in peace... we agree that a resurrection of any kind would cheapen her touching farewell in issue #400.

And for all you fans clamoring for more Steel Spider action (and there seem to be a lot of you!), be sure to pick up the AMAZING SPIDER-MAN SUPER-SIZE SPECIAL #1 (whew!) which features an all-new Steel Spider solo adventure!

Dear Spider-Writers,

Whew! What a roller coaster ride you've been taking us on! I just finished reading SMU #9, and boy, was I pleased. The Scarlet Spider (sort of) vs. the Sinister Seven and Kaine! I find it rather interesting that you included Scorpia with this group, however. All of them except her have been long-time Spidey foes; there was no reason to think that Kaine might come after her. Maybe someone like Hydro-Man would have been more appropriate to round out the bunch.

Felicia's return was a nice surprise, too. I wonder how you plan to involve her, besides as moral support for MJ. I really want to know what Seward told her, and I hope it's not that the baby will die or something. It might explain why there's no spider-powered Parker blood in the generation of 2099, but it would not make Peter (or me!) happy. Peter needs good news now, not another hunk of bad.

I'm also curious what the real connection between Kaine and Peter is. It was difficult *not* to assume that there was a connection between Kaine and the "Peter clones" by the tell-tale raised webby scars on the clones' faces. I'd like to see the prosecution in Peter's trial try to explain how Peter might have killed Grim Hunter and Doc Ock, however. (remember, Kaine left the mark on them as well!)

It also should have occurred to Spidey that the High Evolutionary was indeed telling him the truth about the clones, seeing as the Young Goddess Daydreamer proved it to him moments later by revealing Joyce Delany's true form. From this we can assume that Warren cannot clone an entirely new body, so when Ben Reilly was "created," he was not cloned, but an alteration of Anthony Serba. If this is not true, however, you'd better come up with a good explanation tying it all together. I hope the WEB issue with the Joyce Delany/Gwen clone in it will help. I can't wait!

One favor. Don't carry this whole thing on too long. What with Traveller (who may or may not be a good guy), Kaine (ditto), Jackal, Gregor (plotting revenge on Kaine), and now the return of the Green Goblin, the ongoing villain quota is severely being exceeded. It's been interesting, but I'd like to see Spidey get back to "business as usual" or as close to it as possible.

There's so much more I'd like to say, but you people have woven such a tangled web (pun intended) that I will remain silent until I get it all straightened out in my own mind! So until someone clones Beavis and Butt-Head (horrifying thought), Make Mine Marvel!

Gregory Downing
26 Grant Avenue
Belmon, MA 02178

Thanks for the insightful letter, Gregory. We don't think it strained belief too much to have Scorpia in the group; she herself stated it was for sheer self-preservation. She had no reason to assume Kaine *wouldn't* come after

her at some point. After all, the Grim Hunter wasn't exactly a long-time Spider-foe either!

And the question persists: Was the High Evolutionary lying about the "genetic constructs" or was he fooled? You 'll find out in the next issue of UNLIMITED!

Dear Spider-Readers Unlimited,

I'm in the Army, away from home, and one of Spider-Man's biggest fans. I know you probably get that a lot, but let me explain why I'm writing to you today. I just read issue #9 of SPIDER-MAN UNLIMITED and it just blew me away from cover to cover. Since I've been in the Army (about five months), I've been out of the Spider-"loop" for some time. It may not seem too long, but I was getting used to my Spidey "fix" every week, and it was great to finally see my hero again.

A couple years ago, my brother introduced me to Spidey through trading cards. Intrigued, I went to a newsstand and picked up the four Spidey books that were there: two issues of SPECTACULAR (#171-172) with the Puma, AMAZING #343 (the conclusion of "Powerless"), and SPIDER-MAN #7, by Todd McFarlane, with Ghost Rider and Hobgoblin. I was hooked, and have been following ever since. They inspired me in college to start drawing, and I decided I had to be an artist for a living. To pay for the schooling I need, I joined the Army Reserves, and plan to use my G.I. Bill towards an art education. It's a long shot, but reading Spidey has shown me what I want to do.

Well, now that I've given you my story, let's get back to yours. It was too cool for words. Kaine vs. the Sinister Seven... Spidey in Scarlet Spider gear... it all came together wonderfully. All the Spider-books have been masterpieces lately. The whole clone idea is outstanding, and the characterization is right on the money. The fight scenes in this issue were super, especially because with Kaine around, you never know who might get killed!

Well, that's my spiel. Thanks for listening, and keep up the good work.

Eddie J. Cuevas
90 Nims Ave
West Babylon, NY 11704

Eddie, we're always happy to hear that reading our little four-color masterworks has inspired someone's career vocation. We wish you the best of luck, and we hope you're continuing to get your "fix" of Spider-Man for a long time to come!

Dear Interlacers of the Ensnaring Web,

SPIDER-MAN UNLIMITED #9 had it all! Another riveting tale by Tom Lyle, superlative art by Ron Lim and friends, captivating colors by John Kalisz, action, suspense, and a breathtaking conclusion to "The Mark of Kaine."

And there was even a good amount of humor. The arguments between the Sinister Seven in this issue's opening pages really made me chuckle. Another funny scene was when the Beetle, trying to evade Spidey, flies into a chimney. And how could I forget how Hobgoblin unwittingly frustrates his teammates with his continuous radio check-ins? And the Shocker chasing rats? This is classic Spidey humor.

And could it be that the Hobgoblin is finally beginning to have a heart? Why else would he have bothered to check on his "friends" at all? If he were truly heartless, he wouldn't care about the safety of his teammates, only his own. And yet, on page 19, the Hobgoblin says, "I just hope that we find him in time... for all our sakes." This could mean that Hobgoblin isn't truly as evil as he seems, and there's hope that he can be reformed. This calls for some closer observation of his character.

Now, before I web-swing outta here, I have a few questions. Here goes:

1) How about having Spider-Man, or Scarlet Spider, or both, team up with the sultry new female Punisher?

2) I really love female villains. Having both Scorpia and Stunner appear in this issue really made my day. Any plans for the return of Sneak Thief or Coldheart?

Well, that's all for now. thanks for listening. I look forward to next issue. Seeing that John Semper pens most of the stellar Spider-Man cartoon's episodes, I'm just sure SMU #10 is gonna be another masterpiece. Who says this isn't the year of the Spider?

Tony Martinez
6041 S. California Avenue
Chicago, IL 60629

Certainly not us, Tony! As you know if you read the credits, the ever-busy Mr. Semper was unable to fit this issue of UNLIMITED into his schedule as he'd originally planned, but we think that Mike (ARACHNIS PROJECT) Lackey did a fantastic job with the wrap-up of "Exiled"... and how about that Shawn McManus artwork?! Didn't we tell you we aim to please?

We're not sure about the Hobgoblin's becoming more soft-hearted... though his encounter with his estranged son in SPIDER-MAN #49 may have had a slight humanizing effect.

As for your questions:

1) There's no plan for an encounter with the female Punisher... would you settle for the original? Frank Castle mixed it up with Spidey in WEB #127!

2) So you like female villains? Boy, you're gonna love next month's all Spider-title storyline, "The Greatest Responsibility!" And on that tantalizing note...

"Timebomb" begins this week in SPECTACULAR #228! Why has Peter Parker been acting so strangely since his encounter with the Jackal? The explosive answer is revealed in this thrill-a-minute two-parter concluding in WEB #129, guest-starring the New Warriors! All of you that thought things were gonna calm down... shame on you!

"The Greatest Responsibility" kicks off in AMAZING #406! It's Scarlet Spider and Spider-Man, together again for the last time! There's a new Doc Ock in town, and *she* may be even deadlier than the original! And Peter Parker makes a fateful decision about the future of his wife and child! It's history in the making, continuing into SPIDER-MAN #62 and concluding with the end of an era in SPEC #229!

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TIME BOMB part ONE

NOOOOO!

THERE'S NO PLACE YOU CAN RUN, MARY JANE--

--NO PLACE WHERE YOU'D BE SAFE! WHEN ARE YOU GOING TO WAKE UP TO THE FACTS--

--YOU ARE ABOUT TO DIE!!

STAN LEE PRESENTS

TIME BOMB PART 1

RUN FOR YOUR LIFE!

TOM DeFALCO, PLOT
TODD DeZAGO, SCRIPT
SAL BUSCEMA, BREAKDOWNS
BILL SIENKIEWICZ, FINISHES
CLEM ROBINS, letters / JOHN KALISZ, colors*/ ERIC FEIN, editor
BOB BUDIANSKY, bomb squad

*COMPUTER COLOR SEPARATIONS BY: MALIBU

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I'VE HAD DREAMS-- VISIONS OF IT!

I'VE SEEN YOUR LIFELESS BODY--

--BLOODIED AND BROKEN--

NO! STAY BACK!

--IT'S YOUR FATE, AND IT'S INEVITABLE! IT HAS BEEN WRITTEN--

--PROGRAMMED--

--AND THERE IS NO WAY FOR YOU TO ESCAPE IT!

NOOO!--

--PETER, NOOOO!

WHAT MAKES YOU THINK I'D LET THAT HAPPEN, KAINE--

--WHAT MAKES YOU THINK THAT I'D JUST STAND AROUND AND LET YOU KILL MY WIFE?

SWOOP

AND WHILE WE'RE ON THE SUBJECT--OF DEATH AND ALL --WHO'S YOUR EMBALMER?

'CAUSE FOR A GUY WHO'S SUPPOSED TO BE DEAD, I HAVE TO SAY, YOU LOOK AMAZINGLY LIFELIKE!

OH, BUT I AM DEAD, PETER.

BUT I'M ALSO A CLONE--ALWAYS A PUPPET TO OUR HATEFUL "FATHER", THE JACKAL!

WHAM

AND WHILE IT GALLS ME TO DO SO, I'M FORCED TO DO HIS BIDDING THIS ONE LAST TIME!

I SWEAR TO YOU, KAINE--I SWEAR I'LL KILL YOU IF YOU SO MUCH AS GLANCE IN HER DIRECTION--

--YOU MAY HAVE KILLED IN THE PAST, BUT WHILE I DRAW BREATH, YOU WON'T MURDER MARY JANE!

OH, PETER. WAKE UP! ONCE AGAIN, YOU MISUNDERSTAND...!

I'M NOT HERE TO DO THE KILLING...

...YOU ARE!

NO, I'M--!

HUH?

A DREAM ...?

...OR WAS IT?! THAT WAS A LITTLE TOO INTENSE--TOO REAL! BUT WHAT DID IT MEAN?!

COULD IT HAVE SOMETHING TO DO WITH WHEN I ACCIDENTALLY HIT MARY JANE?* COULD THAT HORRIFYING MOMENT STILL BE EATING AT MY INSIDES?

OR IS MY SUBCONSCIOUS TRYING TO TELL ME SOMETHING--WARN ME ABOUT--

GOOD MORNING, TIGER! AND HOW DID THE HAPPY "FATHER-TO-BE" SLEEP?

YOU'RE ALL SWEATY, PETER, ARE YOU ALL RIGHT?

I'M FINE, MJ, BELIEVE ME. I'M THE SAME OLD WILD, WACKY, AND WONDERFUL PETER THAT YOU KNOW AND--

--LOVE?

HUH?!?

THE JACKAL?!

HUH? OH, um...FINE, MJ--I SLEPT FINE. I...

...I JUST HAD A NIGHTMARE...

WELL, YOU LOOK LIKE YOU HAD A ROUGH TIME WITH IT. DO YOU WANT TO TALK ABOUT IT?

NO, IT'S...

...IT'S GONE NOW.

* SEE SPEC. #226.--ERIC

HONEY, ARE YOU SURE YOU'RE OKAY? YOU DON'T LOOK VERY GOOD!

YEAH--I WAS JUST NOTICING THAT MYSELF...

LATER...

DAILY BUGLE

SORRY, PETER-- I CAN'T EVEN *BEGIN* TO THINK ABOUT AN ASSIGNMENT FOR YOU RIGHT NOW--

--I'M DOING ALL I CAN JUST TO GET THE PAPER OUT WHILE THEY *REBUILD* THE *BUGLE* AROUND ME!*

ON TOP OF THAT, I'VE GOT TO GET AN EDITORIAL MEETING TOGETHER, OR JONAH'S GOING TO HAVE MY *HEAD*!

ACE MOVERS

BUT, ROBBIE, YOU *MUST* HAVE--

DUTCH PAIN

*THE OFFICES OF THE *DAILY BUGLE* WERE TOTALLED DURING EVENTS IN *MAXIMUM CLONAGE*. --Eric.

SORRY, PETER, I'VE GOT TO GO--

I'LL TALK TO YOU LATER, OKAY?

:SIGH:

SURE--

--LATER.

EXCUSE ME-- MR. PARKER? *MR. PARKER*! MY NAME IS *ANGELICA* YIN--

--I WORK WITH BEN URICH.

I JUST WANTED TO SAY THAT I *REALLY ADMIRE* YOUR WORK! YOUR STUFF IS ALWAYS SO *DARING*! SO DYNAMIC! SO CONSISTENT!

...SO PREDICTABLE! ...SO BORING!

SURE, MY ACTION SHOTS ARE EXCITING-- MOSTLY BECAUSE I'M THE ACTION!

FOR THE LONGEST TIME, I WAS THE HOT, YOUNG PHOTOGRAPHER! THE BUGLE COULD ALWAYS DEPEND ON ME TO BRING IN SPECTACULAR PICS OF SPIDER-MAN--

--AND IT WAS GOOD MONEY NO MATTER WHAT EDITORIAL SLANT JONAH PUT WITH THE PHOTO.

IT WAS A GREAT PART-TIME JOB-- WHILE I WAS GOING TO SCHOOL.

BUT I NEVER INTENDED TO MAKE A CAREER OUT OF IT!

I'D ALWAYS WANTED TO CONTINUE COLLEGE-- STUDY SCIENCE--

--BIOCHEMISTRY--

THIS IS MESSED UP!

WHAT'S HAPPENING TO ME? WHAT IS HAPPENING TO ME?!

MEN'S CLOTHING

THESE VISIONS... DREAMS...

...SO LIKE THE ONES BOTH BEN AND I EXPERIENCED MONTHS AGO!*

*AS SEEN IN THE HIGHLY SOUGHT-AFTER "SMOKE & MIRRORS" STORYLINE. --Eric

...AND THAT TURNED OUT TO BE THE MANIPULATIVE POST-HYPNOTIC SUGGESTIONS PLANTED IN EACH OF US BY THE JACKAL!

BUT THE JACKAL IS DEAD!

THEN HOW DO I EXPLAIN WHAT'S HAPPENING TO ME...?

MAYBE I AM CRACKING UP... OR...

...IS IT BECAUSE I AM A CLONE--

AM I DEGENERATING?

BUT THE THOUGHT THAT REALLY SCARES THE LIFE OUT OF ME IS... IS THE JACKAL STILL MESSING WITH MY MIND--

--FROM BEYOND THE GRAVE?!?

MEANWHILE, AT A FASHION SHOOT UPTOWN...

BEAUTIFUL, MARY JANE--

--JUST... BEAUTIFUL!

I'M AFRAID, ROLFE, THAT "BEAUTIFUL" FALLS TERRIBLY SHORT!

--MS. PARKER, YOU ARE ANGELIC-- ABSOLUTELY STUNNING!

EXIT

OH, WELL THANK YOU, MR. PRIVITERE--

--AND PLEASE CALL ME MARY JANE.

ROLFE, MARY JANE IS MORE THAN WE AT RYAN EVER DREAMED OF FOR OUR LINE OF MATERNITY WEAR.

WE WERE HOPING THAT WE MIGHT SPEAK WITH HER --AND YOU-- ABOUT THE POSSIBILITY OF SIGNING A LONG TERM CONTRACT--

--SO THAT MARY JANE WOULD CONTINUE TO MODEL RYAN DESIGNS THROUGHOUT HER PREGNANCY--

--AND BEYOND!

AND BEYOND?

THIS IS GETTING INTERESTING...

AND SEVERAL BLOCKS SOUTH...

THE PROBLEM IS--WHAT CAN I DO ABOUT THESE... HALLUCINATIONS? WHERE CAN I TURN?

AS MUCH AS I REALLY DIDN'T TRUST HIM AT FIRST--MAYBE I SHOULD LOOK UP BEN'S FRIEND, SEWARD TRA--

YEEEeeeAARGH!

THWUDD

WHAT THE HECK WAS THAT...?!

...HEADACHE... SO SHARP...SO INTEN--

AAAAARRRGGGH!

HEY, PETE--Y'KNOW WHAT'LL CURE THAT HEADACHE, DON'TCHA? A NICE ICE PICK IN THE FOREHEAD!

I'D OFFER TO GIVE YOU A HAND--BUT IF YOU'RE HEARING THIS NOW, IT MUST MEAN I'M SLIGHTLY DEAD!

IT ALSO MEANS I WAS ABLE TO INITIATE THE VERY FIRST GENETIC IMPLANT THAT I EVER PROGRAMED INTO YOUR TINY LITTLE CLONE MIND!

"MY GREATEST CREATION! THE MONA LISA OF POST-HYPNOTIC COMMANDS! IF I RECALL, THE TRIGGER WORDS WERE..."

WHEN THE DREAM ENDS--

...THE NIGHTMARE BEGINS!

MAYBE YOU REMEMBER THEM? *

* FROM SPIDER-MAN: MAXIMUM CLONAGE: OMEGA.--ERIC

"Y'SEE, I THOUGHT IT WOULD BE A KICK, SHOULD ANYTHING... UNFORTUNATE... HAPPEN TO ME--

"--THAT YOU WOULD BE DRIVEN TO MURDER THE PERSON YOU LOVED THE MOST!

"EITHER THAT, OR BARK LIKE A DOG WHENEVER YOU HEARD THE NAME ALEX TREBEK.

"I CHOSE THE FORMER."

ALL RIGHT! THINGS ARE FINALLY GOING OUR WAY!

PETER AND I ARE HAPPY! WE HAVE A BABY ON THE WAY!

AND I'VE BEEN GIVEN A SECOND CHANCE AT A MODELING CAREER! A CAREER THAT COMES WITH A GLAMOROUS LIFESTYLE--

--NOT TO MENTION MONEY THAT WE COULD CERTAINLY USE! BUT, AM I BEING SELFISH?

WILL MY CAREER TAKE TIME AWAY FROM MY BABY?

NO! I WON'T LET IT! AFTER ALL, THIS IS THE 90's. WOMEN ARE BRINGING THEIR BABIES INTO EVERY WORKPLACE. BESIDES, IF PETER CAN BE SPIDER-MAN--

--WHY SHOULDN'T I LIVE MY LIFE?

PETER, HONEY, I'M HOME!

MARY JANE...

...MARY JANE--

--RUN.

PETER, WHAT--

THE JACKAL...

...RRRR...ONE LAST TRICK...

...NNGGGH...

...PROGRAMMED ME TO...

...OH MY GOD, MJ, TO...

...TO KILL YOU!

CAN'T... FIGHT IT ANYMORE...

MJ, THE LAMP... HIT ME!

KRESH

NO!

AVENGERS... THE FF... STOP ME ...NNNGGH... KILL ME... BEFORE...

BEN!

THE CRASH PAD, TRAINING FACILITY AND HEADQUARTERS OF THE NEW WARRIORS.

TAG!! YOU'RE SLAMMED!

WAK

YOU MAY BE A FRENETIC, BOUNCING, BUNDLE OF ENERGY, SPEEDBALL--

--BUT THIS'LL TEACH YOU TO DARE ME!

ALEX! LOOK OUT!

INCOMING!! I--I--

...MISSED!

SLAM

OOF!

SPEEDY! --MY PLATES...

...MIST?!

I'VE GOT THEM, FIRESTAR.

TELEKINETICALLY.

NOW, IF YOU'RE ALL DONE CLOWNING AROUND--

WOULD SOMEONE MIND TELLING ME WHY THIS *TRAINING SESSION* HAS TURNED INTO A *CIRCUS*?!

IT WASN'T *ME*, *JUSTICE*. IT WAS MR. "YOU-COULDN'T-CATCH-ME-IF-YOU HAD-A-ROCKET-UP-YOUR--"

IT WAS *YOU*, *TURBO*.

YOU'RE SO *COMPETITIVE*! YOU TAKE EVERY-THING SO *SERIOUSLY*!

THESE SESSIONS *AREN'T* FOR YOU GUYS TO *FLEX* YOUR *EGOS*! WE CAN'T *AFFORD* TO--

BOOP BOOP

COME ON, COME ON--

HELLO? YES, I NEED TO SPEAK TO B--*uh*, THE SCARLET SPIDER... *IMMEDIATELY*!

WHAT IS THIS *ABOUT*? HOW'D YOU GET THIS NUMBER? THIS LINE IS RESERVED FOR *EMERGENCY* USE ONLY.

WELL, HOW ABOUT *THIS*?--

SPIDER-MAN'S BEEN *POSSESSED* BY SOME KIND OF *EVIL ENTITY*, AND HE'S ON HIS WAY TO KILL ME--*RIGHT NOW*!

IS *THAT* EMERGENCY ENOUGH FOR YOU?!

NOW, QUICK--TELL ME WHAT *SUBWAY*-STOP YOU'RE NEAR.

...CAN'T... FIGHT THE JACKAL'S PROGRAMMING...

...PLEASE...

...PLEASE... SOMEBODY STOP ME!

HOLD THE DOOR! HOLD THE DOOR!

EXIT

I'M IN... I'M IN. I GOT AWAY... FOR NOW! BUT I'VE GOT TO BE READY...WHAT DO I DO NEXT?!

SHUMMMMM

AAARRGH!

I...MISSED HER! LOST HER!

...THANK GOD!

NNNGH!...CAN'T FIGHT... OVERWHELMING COMMAND ...DRIVING ME TO FIND MARY JANE...

...CAN'T STOP TILL I'VE...NO! SNAPPED HER NECK...CRUSHED THE...RRRRNN!...LIFE OUT OF HER! PLEASE, NO!...

IT WON'T LET ME STOP--

"--UNTIL MY WIFE IS DEAD!"

I HOPE I'VE DONE THE RIGHT THING! I COULDN'T CALL THE AVENGERS OR THE FANTASTIC FOUR--THEY'D FIGHT HIM, HURT HIM-- MAYBE EVEN KILL HIM!

BUT BEN WILL KNOW WHAT TO DO! MAYBE HE AND THESE WARRIORS HE'S FRIENDS WITH CAN HELP.

OH, PLEASE, PETER--FIGHT THIS... BEAT THIS...!

I LOVE YOU TOO MUCH-- NEED YOU TOO MUCH--

"--AND OUR BABY NEEDS ITS FATHER!"

OKAY, THAT'S THE THIRD STOP AND NO PETER! COULD I HAVE ACTUALLY LOST HIM?!

OR HAS HE FOUND SOME WAY TO FIGHT IT? PLEASE, LET THAT BE IT! THAT HE'S BEEN ABLE TO RE-PROGRAM--

AHEEL

THAT COMMOTION MEANS PETER! HE'S CAUGHT UP TO ME! TIME TO MOVE!

HEY!

OH, MY--

HEY, WHAT TH--!

IT'S SPIDA-MAN!

HEAVENS!

COOL!

...FREAK!

...FIND HER...

...NNNNNNGH!...

...KILL HER...!

MOVE, MARY JANE! GO, GO, GO!

GOT TO KEEP MOVING! CAN'T LET HIM CATCH ME!

MAUS

KRSSH

MEANWHILE...

...BESIDES NOT TRAINING, DID YOU HAVE SOMETHING BETTER TO DO THIS AFTERNOON?

YEAH, BUT WE DIDN'T EVEN GET HER NAME! FOR ALL WE KNOW IT COULDA BEEN THE JERKY BOYS MAKIN' A NEW ALBUM.

I'M WILLING TO TAKE THAT CHANCE, SPEEDBALL! NOW, ON YOUR TOES, WARRIORS --THIS COULD BE--

SHUMMMMMM

MADE IT! I MADE IT!

EXCUSE ME! SORRY! COMING THROUGH! I'M--

AAEEEII!

NO, PETER, NO--

HOLD OFF, EVERY-BODY!

ENOUGH OF THAT, SPIDER-MAN!

JUST BACK OFF AND LET THE LADY GO!

VOODOO CHILD

METRO

I...I CAN'T! I'LL FIGHT YOU IF YOU GET IN MY WAY, BUT...

...I HAVE TO... KILL HER!!

PLEASE...

...PLEASE... STOP ME!

TO BE CONTINUED IN THE PAGES OF WEB OF SPIDER-MAN #129! BE THERE!

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OCT • 129

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WEB OF SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

TIME BOMB part TWO

GUEST STARRING NEW WARRIORS

STEVEN R.E. '95 S.B.

LOWER MANHATTAN...

THE CRASH PAD -- TRAINING FACILITY AND HOME BASE OF THE GROUP OF HEROES KNOWN AS THE NEW WARRIORS--

--AND, OF LATE, THE SPECTACULAR SCARLET SPIDER!

HI, HONEY-- I'M HOOOME!

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HEY, CARLTON!* IT'S NOT THAT I'M NOT HAPPY TO SEE YA--

--BUT WHERE THE HECK IS EVERYBODY? THIS PLACE IS USUALLY BUZZING WITH WARRIORS--

NOW IT LOOKS LIKE... LIKE...

...LIKE EURO-DISNEY WITH A RECORD-BREAKING CROWD!

ACTUALLY, I WAS ENJOYING THE SOLITUDE. IT'S REALLY PEACEFUL WHEN THEY'RE AWAY... ESPECIALLY SPEEDBALL!

AS FOR WHERE THEY'VE GONE, THEY WENT TO RESCUE SOME WOMAN ON THE PHONE.

WOMAN...?

WHAT WOMAN?

*CARLTON LAFROGE AKA HINDSIGHT, THE WARRIORS' RESIDENT CYBER-COWBOY. --ERIC MNEMONIC

HER NAME IS MARY JANE PARKER, AND CURRENTLY SHE IS CONCERNED FOR THE LIFE OF HER HUSBAND!

WHICH IS SURPRISING, CONSIDERING THAT HE'S DOING EVERYTHING WITHIN HIS POWER TO KILL HER!

AND HE'S GOT QUITE A FEW POWERS. AFTER ALL, HE IS THE AMAZING **SPIDER-MAN!**

PROGRAMMED WITH A POST-HYPNOTIC COMMAND YEARS AGO BY THE JACKAL, IT WASN'T UNTIL THE JACKAL UTTERED HIS DYING WORDS--

--TRIGGERING THE GENETIC IMPERATIVE--

--COMPELLING PETER PARKER TO KILL THE PERSON HE LOVES THE MOST!

AND HE LOVES MARY JANE VERY MUCH...

Stan Lee PRESENTS..

TIME BOMB PART 2

BY MY HAND, MARY JANE MUST DIE!

TOM DEFALCO
PLOT
TODD DEZAGO
SCRIPT
STEVEN BUTLER
BREAKDOWNS
RANDY EMBERLIN
FINISHES
STEVE DUTRO
LETTERS
KEVIN TINSLEY*
COLORS
ERIC FEIN
EDITOR
BOB BUDIANSKY
CHIEF

*COMPUTER COLOR SEPARATIONS BY MALIBU

...PLEASE, YOU...

...YOU HAVE TO... NNGH...

...YOU HAVE TO STOP ME FROM REACHING MARY JANE!

FOOM!

FASH

FASH

...DO WHATEVER YOU HAVE TO-- WHATEVER IT TAKES...

...EVEN IF YOU HAVE TO KILL ME!

BUT PLEASE--YOU CAN'T LET ME GET NEAR HER!

BECAUSE IF I DO...

...I SWEAR TO YOU, I'LL TEAR HER APART!

GO, MARY JANE! RUN! NOW!

I CAN'T FIGHT THIS, MJ! IT'S THE JACKAL'S LEGACY! HIS LAST LAUGH! HE... RRRNNH! WON'T LEAVE ME ALONE!

EVEN THOUGH HE'S DEAD, HE'S STILL FOUND A WAY TO HAUNT ME!*

*SEE SPIDER MAN: MAXIMUM CLONAGE: OMEGA.--Eric

HAVE TO GET AWAY. AND I HAVE TO FIGURE OUT HOW TO KEEP PETER FROM BEING HURT... OR WORSE!

THERE MUST BE SOME WAY TO SAVE HIM!

AFTER ALL WE'VE BEEN THROUGH, I'M NOT GOING TO LET THE JACKAL'S GHOST DESTROY US! BUT WHAT CAN I DO...?

DON'T HOLD BACK, JUSTICE! TAKE ME DOWN!

DON'T HESITATE! DO IT!

DO IT!

hWip-pok

YOU HEARD THE MAN, WARRIORS-- TAKE HIM DOWN--

--HARD!

IT'S NOT THAT EASY, JUSTICE-- HE'S TOO FAST!

FASTER THAN MY MICROWAVE BLASTS! HE'S NEVER IN ONE PLACE FOR MORE THAN A--

FASH

FOOSH

THWIP!

OH, NO, ALEX! LOOK--

I DON'T WANT TO FIGHT YOU--I CAN'T HELP IT! IT'S SPIDER-SENSE AND REFLEXES! BUT--

--PLEASE... IF I GET NEAR HER...

FIRST STOP

OKAY! SPEEDBALL, STAND BACK AND LET ME--

HANG ON, BOSS-MAN! WHAT HE JUST SAID GIVES ME AN IDEA--

--AND YOU KNOW THAT DOESN'T HAPPEN TOO OFTEN!

HE LAUNCHES HIMSELF AT SPIDER-MAN--

--UTILIZING HIS INCREDIBLE POWER TO SURROUND HIS WEB-SLINGING ADVERSARY--

--CONSTRICTING SPIDER-MAN'S MOVEMENTS--

--MOVING FASTER AND FASTER--

--CLOSER AND CLOSER--

FONK

FONK

FONK

WAKT

SHOOM

IT'S A GOOD TRY, BUT SPEEDBALL'S POWER IS NO MATCH FOR A MAN WITH THE PROPORTIONATE SPEED AND REFLEXES OF A SPIDER.

MARY JANE! MARY JANE!

50

SUB

A

BEN?!

OMIGOD, BEN, I'M SO GLAD TO SEE YOU!

IT'S PETER! HE SAID IT'S SOME SORT OF LATENT JACKAL PROGRAMMING-- HE'S--HE'S TRYING TO KILL ME!

"THE NEW WARRIORS ARE TRYING TO STOP HIM, BUT HE'S GONE COMPLETELY BALLISTIC!"

EXIT

THOOOM

I CAN'T FIGHT THIS! IT'S INGRAINED IN EVERY CELL IN MY BODY!

I HAVE TO FIND MARY JANE--FIND HER, AND... AND... OH, GOD!

SUBWAY

THERE! NNGNH... NO! NO!

TAXI

NOOO! I DON'T WANT TO MURDER MY W--

--WH-- BEN?

NOT TO WORRY, PETE, I'M NOT GOING TO LET YOU!

MJ FILLED ME IN-- TOLD ME WHAT THE JACKAL DID!

TWAK

I CAN'T FIGHT *HIM*, BEN! I'M *TRYING*, BUT I CAN'T! EVEN THOUGH HE'S *DEAD*--

HE'S NEVER GONNA LEAVE US *ALONE*!

MY GOD! PETER'S VOICE-- SO... *DESPERATE*! JACKAL'S PROGRAMMING--

ALEX, IT'S YOUR MOVE.

--IS LITERALLY TEARING HIM APART!

SUB A

SUB

SMASH

THEY ARE A TEAM, THESE WARRIORS, STRATEGICALLY PLACED--MOVING IN UNISON--

--ALLOWING HIS TEAM-MATES TO MOUNT THEIR ATTACK!

KRAM

--AS THE EFFORTS OF ONE ARE REVEALED AS A FEINT--

AND PERHAPS THEY WOULD SUCCEED, WERE THEY NOT UP AGAINST THE YEARS OF EXPERIENCE, LIGHTNING REFLEXES--

--AND THE MURDEROUS RAGE THAT PROPELS THIS HELPLESSLY DRIVEN SPIDER-MAN!

I DON'T CARE WHERE WE GO, JUST GO THERE FAST!

BA-THUMP

OH!

WHAT TH--

RUNCH

UNGHH!

I'M SORRY, MJ! I'M SO SORRY...

BUT I CAN'T *BEAT* HIM, HONEY. I CAN'T BEAT THE JACKAL'S GHOST!

YES YOU CAN, PETE! WE'LL *FIND* A WAY TO BEAT THIS!

I AM OUTTA HERE!

WAIT! I--

FORGET IT, LADY! I DRIVE A CAB, NOT A SARDINE CAN!

OKAY--IF *THAT'S* IT. THANKS FOR LEAVING THE KEYS...

ALL RIGHT, JACKAL, YOU WANT GHOSTS--

"--WELL, I'VE GOT A FEW *GHOSTS* OF MY *OWN*!"

I'VE GOT 'IM! I GOT IM! I--

--TOTALLY LOST 'IM... JUSTICE?

I'VE GOT HIM, SPEEDY! HE'S--

SHRAK

--INCREDIBLY AGILE? FIRESTAR?

I'VE GOT HIM! BUT DO I?

SPIDER-MAN'S RELENTLESS! HE'S PLOWING THROUGH US LIKE THERE'S NO MAÑANA, BEGGING US TO STOP HIM--

"--BUT DETERMINED TO KILL THAT WOMAN!"

--THEN WE'LL SEE IF WE CAN BURY THE JACKAL ONCE AND FOR ALL!

COME ON, COME ON! THIS IS GOING TO WORK--I KNOW IT WILL! ALL I NEED IS FOR BEN AND HIS FRIENDS TO DELAY PETER LONG ENOUGH--

WH-WHY IS MARY JANE CROSSING THE WILLIAMSBURG BRIDGE--

OH NO! I KNOW WHERE SHE'S GOING...

...I KNOW WHERE SHE'S GOING...

--PLEASE--

--KILL ME BEFORE IT'S TOO LATE!

--THAT THE ONLY WAY WE CAN STOP HIM... IS TO KILL HIM?

I TOLD PETER THAT I WOULDN'T LET HIM HURT MARY JANE, BUT WHAT IF HE'S RIGHT?

WHAT IF THE JACKAL'S PROGRAMMING IS SO SEVERE--

DO IT, FIRESTAR! DO IT!

FWIP

FASHH

Thwip

MADE IT! I MADE IT!

OKAY, MJ, THAT'S HALF THE BATTLE--

--NOW IT'S JUST A MATTER OF LOADING UP THE AMMUNITION!

YOU'RE ALL HOLDING BACK! DON'T!

THWAK

YOU'RE NOT IN CONTROL, SPIDER-MAN! WE'RE NOT GOING TO HURT YOU--

--WE'RE NOT GOING TO KILL YOU!

YOU HAVE TO.

KOOM

HIS BODY TWISTS AND SPRINGS WITH A FLUID GRACE, GUIDED ONLY BY HIS REMARKABLE SPIDER-SENSE!

WHILE HIS HEAD POUNDS WITH THE FURY OF THE BATTLE WITHIN -- AS HE DESPERATELY FIGHTS WITH EVERY OUNCE OF HIS WILL --

--AGAINST THE JACKAL'S INSIDIOUS PROGRAMMING --

--AND THE ECHOES OF THAT MADMAN'S LAUGHTER!

HE PRAYS THAT THEY WILL FIND A WAY TO STOP HIM --

--AND IF NOT THAT -- THE STRENGTH TO KILL HIM!

SHORTLY...

EWWW! THIS IS SO GROSS! I HATE SEWERS!

YEAH, WELL, IT SEEMS LIKE THAT'S THE LEAST OF OUR PROBLEMS! LOOK!

HE COULD HAVE GONE DOWN ANY OF THESE OUTLETS... WE'LL HAVE TO SPLIT UP!

Y'KNOW, I THINK ANGIE'S RIGHT! I DON'T REMEMBER "SEWERS" BEING IN MY JOB DESCRIPTION.

FIRESTAR, I WANT YOU AND ALEX TO GO--

HEY! DID ANYBODY NOTICE THAT SOMEWHERE ALONG THE LINE--

SURE IT IS. IT'S RIGHT BETWEEN "SAVING THE WORLD" AND "TAKING OUT THE GARBAGE"!

--WE LOST SCARLET?

ALL RIGHT, MJ, I KNOW WHERE YOU'RE GOING AND I THINK I KNOW WHAT YOU'RE DOING...

...I JUST HOPE I CAN GET THERE IN TIME IN CASE YOUR PLAN DOESN'T WORK!

PANG

NO, PLEASE, NO...

WHY DID YOU COME HERE, MARY JANE?

TO THE HOUSE OF MY LATE AUNT MAY?

DID YOU ACTUALLY THINK YOU COULD HIDE HERE? OR...

...DID YOU COME HERE TO...

PETER?

MJ! PLEASE! RUN!

NO, PETER, WE CAN'T RUN ANYMORE.

YOU CAN'T RUN AWAY FROM A "GHOST"...

--YOU CAN'T RUN AWAY FROM MEMORIES.

I KNOW WE CAN FIGHT THIS, PETER.

I HAVE FAITH IN *US*--

I HAVE FAITH IN *YOU*.

I'M SO SCARED, PETER. I KNOW YOU CAN FIGHT THIS--

--BUT IF YOU CAN'T--I FORGIVE YOU. I LOVE YOU.

YOU'RE EVERYTHING TO ME, PETER-- AND I DECIDED THAT IF THE JACKAL'S GHOST *IS* TOO STRONG--IF I AM ABOUT TO DIE... I'D WANT IT TO BE HERE--

--SURROUNDED BY THE *MEMORIES* OF THE ONES WHO LOVED US--

--THE ONES WHO MADE US WHO WE ARE--

--THE ONES WHO GAVE US *STRENGTH!*

"*FIND* THAT STRENGTH, HONEY! USE IT TO *FIGHT HIM!*

"YOU'RE NOT HIS *PAWN*, PETER!

"REMEMBER WHO YOU ARE--

"--IN YOUR HEAD--

"--AND IN YOUR HEART.

RARGH!!

"FIGHT HIM, PETER--

H-HN MARY JANE?

"--WITH THE MEMORIES OF WHO YOU ARE--

"--OF WHO WE ARE."

I...I'M--

SHH. IT'S OKAY.

IT'S OKAY.

IT'S GONNA BE OKAY.

I GOT HERE IN TIME TO BE MARY JANE'S *BACK-UP*, JUST IN CASE, BUT STAYED BACK SO SHE COULD PLAY HER HAND.

AND I GOTTA HAND IT TO HER--

THAT *MOVE* TOOK A LOT OF *BRAINS*--

--AND A LOT OF *GUTS!*

IT'S KIND OF *IRONIC*--PETER AND I PRACTICALLY *KILL OURSELVES* BATTLING THE JACKAL--

--BUT IT'S *MJ* WHO FINALLY FIGURED OUT HOW TO *BURY* THAT MANIAC *ONCE AND FOR ALL!*

AND AFTER ALL OF *THIS*, I'M PRETTY CONFIDENT HE'S GONE FOR *GOOD!*

NOW ALL I HAVE TO DO IS FIGURE OUT HOW TO *EXPLAIN* THIS TO THE *WARRIORS...*

AS WE BID MANY THANKS AND A FOND FAREWELL TO THE DEPARTING STEVEN BUTLER--

-- JOIN US IN THIRTY FOR A BRAND NEW CHAPTER IN THE BRAND NEW LIFE OF A BRAND NEW *SPIDER*-- *WEB OF THE SCARLET SPIDER #1!*

WEB-ZINGERS

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ERIC
FEIN
EDITOR

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Dear Web-Zingers,

Comments on WEB OF SPIDER-MAN #125...

Interesting twist on things. At first, I thought the new Green Goblin would be Norman Osborn, Jr. Now that I've seen him, I know that can't be. Mind if I take another whack at it? Good. Now I think it's that new reporter at the Bugle, Ken Ellis. The hair looks the same and he's one of the only people who can get into that section of the Bugle without permission. Or perhaps it's Ben Urich's nephew, who's also new to the comic.

I'd also like to try to guess who Kaine is. I considered the theory that he was from the future, but I believe that's wrong. That sounds too much like the X-books. No, I'll go with my first theory that Kaine is just another Peter Parker clone wanting to be the true Peter Parker. Alas, he knows he cannot, so he tries to wipe out everything Peter has.

I also think Peter is actually the clone. But it will be Scarlet Spider who crosses over to Jackal's side, because he will feel that Peter has stolen everything from him. He'll turn to the Jackal for help getting back what is rightfully his.

A few questions:

1) Why is Peter wearing the Scarlet Spider suit? Can't he go home and change to his real outfit?

2) The new Green Goblin is pretty cool, but why is the glider so different?

Robert Master
852 Glenn Street
Philadelphia, PA 19115

A lot of guesses there, Robert, and though you were right on the money with at least one (Peter and Kaine being clones), we still managed to throw you a few surprises, with Peter crossing over to Jackal's side in "Maximum Clonage," and Kaine's motivation being the opposite of what you assumed. Just goes to prove that while you can't fool all of the people all the time, the Spider-books can at least fool a lot of the people on some of the story points most of the time! As for your questions:

1) Peter was wearing Scarlet's costume for a practical reason (his own suit was shredded during "Mark of Kaine"), and a logical one. If you were, for example, Daredevil, or one of the other select few who know Spidey's true identity, and you knew Peter Parker was in jail, and you saw Spider-Man swinging around free, wouldn't you want to investigate? And if you were Spidey, wouldn't you wish to take precautions against this happening?

2) The glider, like the Goblin himself, has been updated and retooled for the '90's! If you're curious about the changes, we highly recommend picking up Gobby's own brand new series, on sale just about any day now!!

Dear Walloping WEB-Snappers,

I just finished reading the elegant WEB OF SPIDER-MAN #125 and I am enlightened. This issue had everything: an alluring holodisk cover, the graceful return of the ever-lovely Gwen Stacy clone, and the gripping debut of the all-new Green Goblin!

And how could I not mention the superb writing of Terry Kavanagh and the breathtaking art by Steven Butler and Randy Emberlin? And I do mean breathtaking! "Gwen" looked exceptionally beautiful in this issue. Her lovely golden hair, her sparkling blue eyes, her flawless, porcelain face... I nearly developed a crush! I don't know how you do it, Steven, but the women you pencil are always appealing. You ought to consider doing a MARVEL SWIMSUIT SPECIAL!

This new Green Goblin intrigues me. His updated costume design captures the essence of the original, but is far more menacing, evoking even more madness. As for the man behind the mask, I couldn't begin to guess. Let's see what we know: 1) Unlike Harry Osborn's curly top, this mystery man apparently has straight hair. 2) His "Uncle B" (Ben Urich perhaps?) works at the Daily Bugle. 3) He is unemployed. 4) He craves excitement. 5) He has a sense of power and responsibility, which he is trying to develop further. Hmm.

As for the Gwen clone, what is going to happen to her after this issue? I hope there are plans to showcase her in future issues. She's much too lovely a character to keep in limbo!

Tony Martinez
6041 S. California Avenue
Chicago, IL 60629

Dear Webbed Ones,

I am thoroughly enjoying your latest epic involving the Spider-Clone, the Jackal, and Gwen Stacy's clone. I remember reading the original clone saga when it was first published twenty years ago (Wow! Has it really been that long?!), and this story is a worthy follow-up to that classic series. I do have some questions, however, on WEB #125:

"Shining Armor," the back-up story, makes it clear that the Jackal never intended for Gwen's clone to take on the identity of Joyce Delany, yet the name "Joyce Delany" appears in Warren's journal. Did Daydreamer or the High Evolutionary tamper with the journal or is there some other connection?

2) Would I be correct in assuming the revised origin of the first Carrion is still valid?

3) Was it the realization that she was not Joyce Delany but the clone of Gwen Stacy that triggered the undoing of the physical change that Daydreamer imposed upon her?

4) The "family hideaway" that Gwen's clone retreated to belonged to the Stacy family, right? Didn't anyone take possession of this cabin after George and Gwen Stacy died?

5) Is there a real Joyce Delany??

Let me close by saying that this current storyline is the best I've read in years! As a long-time reader, I can say that with some authority. As soon as I finish reading one issue, I literally wish I could start reading the next one. Keep up the good work!

Bob Mitchell
1730C North Arlington Place
Milwaukee, WI 53202-1619

There's no issue of WEB OF SPIDER-MAN next month! How are you Spider-maniacs gonna get your fix?! Well, how about showing up here a month from now for WEB OF SCARLET SPIDER #1, by Tom DeFalco, Todd DeZago, Paris Karounos, and Randy Emberlin? It's a total shift in gears that we're pretty sure you'll want to be around for!

NEW WARRIORS

ONLY $1.50 US
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APPROVED BY THE COMICS CODE AUTHORITY

TM

ID: UNKNOWN
ORIGIN: UNKNOWN
VIABILITY: UNKNOWN
RISK FACTOR: 6

ID: SCARLET SPIDER
ORIGIN: GENETIC ALTERATION
VIABILITY: LVL 3
RISK FACTOR: 6

ID: FIRESTAR
ORIGIN: MUTANT
VIABILITY: LVL 4
RISK FACTOR: 9

TARGETED

STICKY, WEB-LIKE MATERIAL TUGS AT HIS ARM...

... AND SO THE ARM ADAPTS.

OVOID BUNDLES OF PURE KINETIC ENERGY SMASH AGAINST HIS FLESH...

... AND THE FLESH ADAPTS.

A TELEKINETICALLY-PROJECTED FIELD OF FORCE PUSHES AGAINST HIM, STRAINING TO CONTAIN HIS MOVEMENT...

... AND THE BODY OF THE CREATURE KNOWN AS HELIX DOES WHAT IT MUST DO...

... IT ADAPTS!

STAN LEE presents
NEW WARRIORS in:

UNNATURAL SELECTION

I CAN'T *HOLD* HIM MUCH *LONGER!*

BUT WE'VE *GOT* TO KEEP HIM AWAY FROM THE *DOOR* HE MANAGED TO *TEAR OPEN--*

"LEGAL"?!

HOW LONG DID YOU KIDS SAY YOU'VE BEEN DOING THIS *SUPER HERO THING?*

LONG ENOUGH TO *NOT* BE CALLED *"KIDS"!*

MAYBE WE *SHOULDN'T* BE HOLDING HELIX *AT ALL,* VANCE!

WE DON'T HAVE ANY *LEGAL RIGHT* TO BE *IMPRISONING* HIM, YOU KNOW!

EVAN SKOLNICK WRITER
PATRICK ZIRCHER PENCILER
ANDREW PEPOY INKER
JOHN COSTANZA LETTERER
JOE ROSAS COLORIST
MALIBU COMPUTER COLOR SEPARATIONS
TOM BREVOORT EDITOR
BOB BUDIANSKY CHIEF

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SHRIPP

COULDA FOOLED MEEEEEEEE--

LOOK OUT -- UNNH!

WHOA!

WHUDDK

I DON'T SEE *HOW* WE'RE GOING TO *STOP* HIM WITHOUT *HURTING* HIM, JUSTICE!

ASSUMING WE ACTUALLY *CAN* HURT HIM...

BRAKK

TURBO'S RIGHT-- *NOTHING* SEEMS TO *WORK!*

"NOTHING..."

OF COURSE!

EVERYONE-- GET OFF HELIX! LEAVE HIM ALONE!

FICKLE LI'L ARACHNID, AREN'T YA?

WHAT ARE YOU TALKING ABOUT, SPIDER?

AND WHO'S IN CHARGE HERE, ANYWAY?

WE'RE JUST FEEDING HIS FIRE!

CONCENTRATE ON CLOSING THE DOOR AND KEEPING IT CLOSED-- DON'T ATTACK HELIX ANYMORE!

RUNG

I THINK HE MAY BE ON TO SOMETHING, VANCE. MAYBE YOU SHOULD--

KLUNG

"CLOSE THE DOOR", HUH?

FINE...

VRENNCH!

SCRRRR

WARRIORS-- UP HERE!

THE ENTRY APERTURE!

CLOSE IT, CARLTON...

"... HE'S RIGHT BEHIND US!"

TONNG

HRRR

HNNHH

AAAA

"LOOK-- HE'S HEADING BACK TOWARD THE DOOR!"

OH, GEEZ-- HERE WE GO AGAIN!

I'LL REACTIVATE THE DEFENSE SYSTEM--

NO!

OWWW...

SORRY. BUT IT WAS THE ROOM'S *AUTOMATIC DEFENSES* THAT *CAUSED* THE PROBLEM IN THE *FIRST* PLACE.

TURNING THEM BACK *ON* WOULD START THE WHOLE CYCLE *ALL OVER* AGAIN.

JUSTICE, *REINFORCE* THAT DOOR, BUT DON'T DO ANYTHING TO HELIX HIMSELF...

... AND WATCH WHAT *DOESN'T* HAPPEN.

YES, *SIR*.

"SEE, FROM WHAT I'VE **OBSERVED**, HELIX IS A **HYPER-ADAPTOID**...

"... DISPLAYING THE EQUIVALENT OF **MILLIONS** OF YEARS OF **EVOLUTION** IN MERE **MOMENTS**.

"NOW **WATCH**, AS THE MINUTES **PASS**...

"... AND AS THE **ENVIRONMENT** NO LONGER **THREATENS** HIS **WELL-BEING**...

"... HIS ADAPTATIONS **BEGIN** TO **FADE**...

"... UNTIL HE'S EVENTUALLY BACK TO HIS **NORMAL STATE**.

"WITHOUT THE **STIMULI**, HE HAS NOTHING TO **ADAPT** TO. IT'S OBVIOUSLY **NOT** SOMETHING HE HAS CONSCIOUS **CONTROL** OVER. AT LEAST, NOT **YET**!"

KRUNG

"THAT'S **GREAT**, SPIDER... BUT NEVERTHELESS, I THINK WE NEED TO HAVE A LITTLE **TALK**...

"... IN PRIVATE."

-- SO *NEXT* TIME, I'D APPRECIATE YOUR *NOT* SUDDENLY *TAKING CONTROL* OF THE SITUATION WITHOUT AT LEAST RUNNING THE PLAN BY *ME* FIRST.

YOU'RE ON A *TEAM* NOW*, AND WE NEED YOU TO BE A *TEAM PLAYER*.

I *UNDERSTAND*, JUSTICE... AND I'M *SORRY*. I DIDN'T MEAN TO *UNDERMINE* YOUR AUTHORITY.

BUT IF WE HAD *KEPT FIGHTING* HELIX, HE WOULD HAVE SOON EVOLVED TO THE POINT THAT HE BECAME TOO MUCH FOR *ALL* OF US...

... AND HE WOULD HAVE *GOTTEN AWAY*.

I'M NOT SAYING YOU DID THE *WRONG* THING, SPIDER... JUST THE WRONG *WAY*.

*SCARLET SPIDER JOINED THE WARRIORS LAST ISSUE... BUT YOU KNEW THAT, RIGHT?-- TOM

STILL, IT'S A GOOD THING YOU FIGURED IT *OUT*. DO YOU HAVE A *SCIENTIFIC* BACKGROUND?

FRESH, GORGEOUS, FULL OF *LIFE*...

... AH, ANGEL, YOU REMIND ME OF *ANOTHER* YOUNG RED-HEAD I ONCE KNEW...

... A *LIFETIME* AGO.

I... I'VE BEEN KNOWN TO DABBLE *HERE* AND *THERE*, FIRESTAR.

WHERE, EXACTLY?

YOU KNOW, YOU'VE BEEN ON THE TEAM FOR ALMOST A *WEEK* NOW, AND YOU *STILL* HAVEN'T EVEN SHOWN US YOUR *FACE*, OR TOLD US YOUR *REAL NAME*.

WE'RE NOT BIG INTO *SECRETS* AROUND HERE, "SCARLET"...

WELL, *THAT'S* THE WAY IT'S GOING TO *BE*, JUSTICE... AT LEAST FOR *NOW*.

I'VE LEARNED-- ESPECIALLY IN THE *PAST FEW MONTHS*-- THAT YOUR "*SECRET IDENTITY*" IS SOMETHING YOU TAKE *GREAT* CARE BEFORE REVEALING TO *ANYONE*.

YEAH, *WE'VE* LEARNED THAT, *TOO*.

BUT WE'RE ALL *TEAMMATES* NOW... AND YOU'VE GOT TO TRUST *US* THE SAME WAY *WE'RE* TRUSTING *YOU*.

I KNOW, YOU'RE *RIGHT*.

BUT WITH EVERYTHING THAT I'VE BEEN *THROUGH* LATELY... MAYBE I'M NOT *READY* FOR THAT KIND OF TRUST JUST YET.

MAYBE I JUST NEED A LITTLE MORE *TIME*...

"*TIME*"? THAT *REMINDS* ME-- OH, *GEEZ*, IS THAT CLOCK RIGHT?

12:32

FAR AS I *KNOW*... WHY?

VARRRRR

GOT AN *APPOINTMENT* TO KEEP.

AN "*APPOINTMENT*"? WITH *WHO*?

IT'S *PRIVATE*, BABE.

SEE YOU LATER...

SMEK

NO SECRETS, HUH?

DON'T START.

HOPE VANCE DOESN'T *WORRY* ABOUT THIS TOO MUCH.

I *KNOW* HE'S NOTICED THE WAY I'VE BEEN *HOLDING BACK* WITH *MY POWERS* LATELY...

...EVER SINCE *JUPITER* POINTED OUT THE *SIDE-EFFECTS* MY *MICROWAVE PULSES* MIGHT BE HAVING ON *ME* AND THOSE *AROUND* ME*...

... BUT THERE'S NO POINT IN TELLING HIM *ANYTHING* UNTIL I HEAR WHAT THE *DOCTOR* HAS TO SAY...

... UNTIL I *KNOW* WHETHER OR NOT I CAN STILL BE *FIRESTAR!*

*IN *NEW WARRIORS* *61-- TENTATIVE TOM

SHORTLY, BACK IN THE CRASH-PAD...

PROGRAMMING A NEW PASSIVE PROTOCOL FOR THE COMBAT ROOM'S DEFENSE SYSTEM.

SO, UH... WHAT ARE WE DOING NOW?

DOING SOME READING FOR ONE OF MY JOURNALISM CLASSES.

KICKING ALEX'S BUTT AT "KILLER ROBOTS"!

WANT TO PLAY ME NEXT, SPIDER?

PASS...

YEAH, RIGHT-- WHOA!

AND I'M COORDINATING OUR DAILY DATA-SWAP WITH PRINCE NAMOR'S COMPUTERS, AS PART OF OUR ONGOING SEARCH FOR OUR KIDNAPED TEAMMATE...

... KYMAERA.

BZZZZZ

BZZZZZ

WELL, LET'S TRY *NOT* TO JUMP TO *CONCLU-SIONS* UNTIL--

HOLY $#*%!

CARLTON, WHAT THE #@%% ARE YOU *DOING*--

I *KNOW*, I *KNOW*...

... BUT THIS ISN'T JUST *ANYBODY*. SHE'S GOT SOME *REALLY* COOL SUPER POWERS, AND--

ARE YOU *INSANE?!*

YOU CAN'T JUST BRING PEOPLE *IN* HERE, CARLTON... IT'S *BAD ENOUGH* THAT I ACCIDENTALLY BROUGHT *YOU* IN!

WHO THE HECK *IS* SHE, ANYWAY?

I'M *RINA PATEL*, ROBBIE. I BELIEVE WE'VE... *MET*.

YOU-- YOU'RE THAT *GROUPIE* WHO'S BEEN *STALKING* ME!

HOW DID YOU *FIND*--

LIKE I *SAID*, ROBBIE, WE'VE *MET*... IN THE *FUTURE*.*

AND IT'S THAT *VERY FUTURE* I MUST TALK WITH ALL OF YOU ABOUT... BEFORE IT ACTUALLY *HAPPENS!*

* AS SEEN IN NW *59 AND *60 -- TIME-TRIPPIN' TOM

MEANWHILE, OVER CENTRAL NEW JERSEY...

THIS MUST BE THE PLACE-- MADE IT IN *RECORD TIME.*

SO WHO NEEDS *NEW JERSEY TRANSIT?*

ZZZAP

HMM. MAYBE I WILL, SOON...

BUT NOT *TODAY.*

-- AND MAKE SURE YOU PRESS DOWN *HARD*-- YOU'RE MAKING *THREE COPIES.*

OH-KAAAYYY...

GEEZ, I DIDN'T THINK I'D BE--

MEDITEK

A TAYLOR FOUNDATION 39

PATIENT INFORMAT

WRITING YOUR *AUTOBIOGRAPHY?* JOIN THE CLUB.

YEAH, IF I HAD *KNOWN,* I WOULD'VE HIRED A *GHOST WRITER* OR SOMETHING!

HAHAHA! ME, TOO.

I'M *AMY,* BY THE WAY.

ANGELICA. NICE TO MEET YOU.

SO, YOU'RE HERE ON YOUR *OWN*, THEN?

ALL BY MY LONESOME. WHY?

YOU JUST SEEM KIND OF *YOUNG* TO BE HERE ALONE.

WOULDN'T YOUR *FOLKS* COME *WITH* YOU?

MY DAD DOESN'T KNOW I'M HERE.

MY... PROBLEM... *ISN'T* REALLY SOMETHING I CAN *TALK* WITH HIM ABOUT.

WELL, I HOPE IT'S NOTHING TOO *SERIOUS*, ANGELICA.

THANKS-- ME, *TOO*.

SO, UH... ARE YOU HERE FOR *YOURSELF*, OR ONE OF YOUR *CHILDREN*...?

HEH HEH HEH

I GUESS YOU COULD SAY I'M HERE FOR *BOTH*. *SEE*, I *WANT* TO HAVE KIDS, BUT I'VE GOT A *GENETIC PROBLEM* WITH MY *OVARIES*.

THE *DOCTORS* HERE HAVE BEEN *HELPING* THOUGH... THEY SAY I COULD BE PREGNANT WITHIN A *MONTH* OR TWO, GOD WILLING.

I HOPE *SO*, AMY.

YOU'LL MAKE A *GREAT MOM*.

TWO HOURS AND A BATTERY OF UNCOMFORTABLE TESTS LATER...

-- AND SO BASED ON THESE TROUBLING RESULTS, *YES*, I *WOULD* LIKE TO CONDUCT FURTHER TESTS...

... BUT I *STILL* DON'T UNDERSTAND WHY YOU WANT ME TO TEST YOU FOR *MICROWAVE EXPOSURE*.

MICROWAVE OVENS DON'T *LEAK* LIKE THEY *USED* TO, AND I CAN'T SEE HOW *ELSE* YOU COULD'VE BEEN EXPOSED--

DOCTOR CHEN, *EVERYTHING* YOU AND I *SAY* HERE IS COVERED UNDER DOCTOR/PATIENT PRIVILEGE, *RIGHT?*

I-- YES, OF *COURSE*, ANGELICA.

IS THERE SOMETHING YOU NEED TO *TELL* ME?

SHE WANTS TO HELP... AND SHE SEEMS *TRUSTWORTHY.*

BUT TO TELL SOMEONE YOU'RE A *SUPER HERO*... AND A *MUTANT* TO BOOT...

DOCTOR, I'M CONCERNED THAT I MAY HAVE A *MICROWAVE* PROBLEM.

... AND IT DOESN'T HAVE ANYTHING TO DO WITH AN *OVEN.*

I *STILL* DON'T UNDERSTAND.

CAN'T YOU JUST *TELL* ME *WHY* YOU'D BE WORRIED ABOUT-

BRRRRRRRRRR

AIEEE!

DID YOU HEAR--

KA-ZZZ

FIVE MINUTES, PEOPLE-- MOVE OUT.

YES, GENECIDE

A SUPER-BEING...

NOW, LET'S SEE WHAT WE HAVE HERE.

THE DOCTOR-- CONGENITAL HEART DEFECT... BORDERLINE VIABLE... BEYOND LIKELY REPRODUCTIVE AGE.

THE GIRL-- SIGNS OF MILD RADIATION POISONING, BUT GENETICALLY SEEMS... WHAT'S THIS?!

A BENEVOLENT MUTATION... INVOLVING MICROWAVE MANIPULATION?

MUST TAKE A SAMPLE--

SAMPLE THIS!

SHRAK

AAAAAA

Y-YEAH?

MY FACE!

NOT GOING TO GET *TIME* TO *EXPLAIN* TO THE *WARRIORS* WHAT'S GOING ON...

... SO I'LL JUST HIT THE *EMERGENCY BEACON*...

TEKKADA

UNRHH..

"-- AND HOPE *SOMEONE* OUT THERE IS *LISTENING!*"

-- TO SAY *THANKS* FOR FINALLY *LISTENING.*

I'VE FELT A REAL *NEED* TO GET ALL THIS *OFF* MY *CHEST.*

LIKE I *MENTIONED*, I'VE TRIED A FEW TIMES TO *REVISIT* THAT *FUTURE* I SAW, BUT I *CAN'T* SEEM TO HOME IN ON THAT TIME PERIOD *AGAIN* FOR SOME REASON...

... AND I'VE *NEVER* BEEN ABLE TO STAY IN ANOTHER TIME FRAME FOR VERY LONG, *ANYWAY.*

BUT I *KNOW* WHAT I *SAW--*

YOU *REALLY* THINK YOU'RE SEEING THE ACTUAL *FUTURE?* C'MON, *YOU* DON'T HAVE ANY REAL POWERS...

... YOU'RE JUST SOME KINDA *WARRIORS GROUPIE*, LIKE *CARLTON* USED TO BE.

WITH ALL THE *PRESS* WE'VE GOTEN LATELY, I'M SURPRISED THIS DOESN'T HAPPEN *MORE OFTEN--*

I DIDN'T BELIEVE HER *EITHER*, ROBBIE...

... UNTIL SHE *SAVED* MY *LIFE...*

... BY USING SOME KIND OF FREAKY *TIME-WARPING* ABILITY!*

* *LAST ISSUE!-- TIMELY TOM*

YEAH, WELL, UH, THAT *STILL* DOESN'T *PROVE* ANYTHING...

MAYBE *NOT.* BUT THEN *AGAIN*, IS THIS "VISION" SOMETHING WE CAN REALLY *AFFORD* TO *IGNORE--?*

BREEEEP

BREEEEP

IT'S FIRESTAR'S *EMERGENCY BEACON!*

WE'VE GOT A *FIX* ON HER--

THEN LET'S *MOVE!*

WAIT, WHAT ABOUT--

LATER!

HMPH. *THAT* COULD HAVE GONE BETTER...

AGREED. ONE THING I'VE *LEARNED* ABOUT THE *WARRIORS*, RINA...

... THEY *DON'T* TAKE YOU SERIOUSLY IF YOU'RE *NOT* WEARING A *SUPER HERO COSTUME...*

... AND I'M *NOT* TALKING PAJAMAS AND REAR-VIEW MIRRORS, *EITHER.*

SO YOU'RE A LITTLE *SUPER HERO, ARE* YOU?

HOW *DELIGHTFUL!*

BUT-- YOUR *FACE*-- WHAT I *DID* TO YOUR *FACE*--

AND *MORALS* TO BOOT, HUH?

HA HA HA HA HA

TO THINK I ALMOST *KILLED* YOU BY ACCIDENT-- IT WOULD HAVE GONE AGAINST *EVERYTHING* I'M *FIGHTING* FOR!

DON'T YOU *WORRY* ABOUT MY *FACE*, SWEET MEAT.

GOOD TO KNOW YOU'RE ACTUALLY *USING* THE GIFT THAT NATURE HAS *BE-STOWED* UPON YOU, CHILD!

IT'S NOTHING THAT A LITTLE *GENETIC MANIP-ULATION*...

... CAN'T *FIX.*

STILL, I *CAN'T* HAVE YOU RUNNING AROUND HERE, GETTING IN THE *WAY*...

... SO WHY DON'T YOU TAKE A *NAP* NOW?

PTOOMF

PTOOMF

PTOOMF

BUT, WHEN THE *STUN-SMOKE* HAS *CLEARED*...

GONE-- ALONG WITH THE *DOCTOR.*

THE CHILD IS *POWERFUL*... AND *RESOURCEFUL.*

MOTHER NATURE IS TRULY *MAGNIFICENT* WITH HER *GIFTS*...

... WHILE IT FALLS TO *EUGENIX* TO HELP CLEAN UP HER *MESSES.*

WILL YOU BE *OKAY* HERE, DOCTOR CHEN?

Y-YES, I *THINK* SO...

I'VE GOT TO GET BACK *IN* THERE... SEE WHAT I CAN DO TO *STOP* THOSE... THOSE *TERRORISTS.*

DO YOU HAVE *ANY IDEA* WHO THE MANIACS *ARE?*

NONE *WHATSOEVER.* TO BE *HONEST*... I'M HAVING *ENOUGH* TROUBLE HANDLING WHO *YOU* ARE.

WELL, THANK GOD FOR *DOCTOR/PATIENT PRIVILEGE,* HUH?

EXACTLY...

TWO MINUTES TO *DUST-OFF,* PEOPLE--

-- SOUND OFF WITH STATUS REPORTS.

ONE RESPONDING.

HUNTER/KILLER *VIRUS PROGRAM* INTRODUCED-- ALL APPROPRIATE TREATMENT FILES BEING *DELETED.*

FUNDING TRANSFERRED TO *BLIND ACCOUNT.* RELEVANT DATA BEING *DOWNLOADED.*

TEKATA TEKATA

FOUR RESPONDING.

GENETIC CLEANSING PROCEEDING. *FORTY-SEVEN* PATIENTS EXAMINED-- *TWENTY* STERILIZATIONS PERFORMED, *EIGHT* TERMINATIONS DEEMED NECESSARY.

NINE RESPONDING.

APPROPRIATE *RESEARCH PAPERS* BEING DESTROYED.

MARSHMALLOWS, ANYONE?

FWOOMM

ELEVEN RESPONDING.

LOCAL AUTHORITIES' APPROACH *DELAYED*-- DUST-OFF IN ONE MINUTE, FORTY SECONDS.

CAN THE *CHATTER,* NINE--

DWEEB

TWELVE RESPONDING-- ENCOUNTERING *MINOR RESISTANCE*-- DUST-OFF AT *EAST ENTRANCE* MAY BE *PROBLEMATIC*--

"PROBLEMATIC"? TRY "IMPOSSIBLE"!

SHAK

AAHRR

OR DIDN'T YOU #@&%*~$ EXPECT ANYONE TO FIGHT BACK?!

TWELVE? RESPOND, PLEASE!

CARL! ANSWER!

HAGKK

ALL EUGENIX, DUST-OFF, NORTH ENTRANCE-- NOW!

OHHH...

YOU'RE NOT GOING ANY-WHERE!

WELL, WELL...

... YOU'VE LEARNED TO USE YOUR ABILITIES TO GIVE YOU THE POWER OF FLIGHT, EH?

ANGELICA...?

ZZZAP

BRZZ

IMPRESSIVE, LITTLE BIRD...

... BUT BIRDS CAN BE CAGED!

YOU'VE GOT TO BE KIDDING.

-KOFF KOFF-

HOLD THAT THOUGHT.

KRUDCH

ONE DECENT MICROWAVE BURST WILL FRY THIS NET AND--

-- AND--

AMY..?

WHUNNGH!

READY WHEN YOU ARE, GENECIDE.. WHOA!

YEAH, CHECK OUT THE ALLELES ON THAT ONE!

WHO IS SHE?

A VERY GIFTED-- AND VERY FOOLISH-- YOUNG WOMAN.

DO NOT HARM HER.

WOULDN'T DREAM OF IT, CHIEF...

... ESPECIALLY WHEN THERE'RE SO MANY MISFITS STILL WALKING UPRIGHT!

LIKE THAT ONE!

BRZZAK

AIEEE

AMY... NO...

EUGENIX-- *FINISH UP* HERE AND LET'S *GO!*

ALMOST *DONE--*

I THINK YOU'VE *"DONE"* QUITE *ENOUGH* AS IT *IS!*

ZAK

ZAK

ZAK

VOICE... FAMILIAR...

... THE *WARRIORS...?*

DON'T KNOW *WHO* YOU LOSERS *ARE*-- BUT YOU JUST BOUGHT YOURSELVES A *WORLD* OF *TROUBLE*...

...FROM PSIONEX!

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THRASH AND RAGE ARE BACK!

NEW WARRIOR

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ZURCHER & PEPOY 1996

JUSTICE — TELEKINETIC FURY! FIRESTAR — MUTANT MISTRESS OF MICROWAVES! SPEEDBALL — BOUNCING BUNDLE OF ENERGY! TURBO — THE HUMAN TORPEDO! ALEX POWER — THE MODULAR SUPER HERO! SCARLET SPIDER — WEB-SLINGING WONDER! SIX YOUNG HEROES WITH THE COURAGE TO CHANGE THE WORLD — AND THE POWER TO BACK IT UP! STAN LEE PRESENTS. . .THE NEW WARRIORS

BANG and BLAME

EVAN SKOLNICK - writer
PATRICK ZIRCHER - penciler
ANDREW PEPOY - inker
JOHN COSTANZA - letterer
JOE ROSAS - colorist
MALIBU - computer colors
TOM BREVOORT - editor
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SKLITCH

THRASH...? I WAS GOING TO ASK YOU... SAME QUESTION.

KRUUMM

I WAS HERE AT MEDITEK... AS A *PATIENT*... WHEN THESE *TERRORISTS* ATTACKED THE PLACE*...

...BUT I USED MY *COMM-BADGE* TO CALL THE *NEW WARRIORS*, NOT YOU...

...SO WHY ARE YOU *HERE*... WITH *PSIONEX*?

ZZZRAAPP

BRZZAK ZZAKK ZAAK

THOOM

*As seen last issue!--TOM

PSIONEX WANTED TO BE *SUPER HEROES*, BUT THEY NEEDED DIRECTION AND LEADERSHIP.

AND *I* NEEDED A *TEAM*.

AS FOR MY CONCERN WITH *MEDITEK*, ANGEL...

...I *OWN* IT.

SHOULD'VE *KNOWN*--

AMY!

ONNHHH

ARE YOU ALL RIGHT?

THEY... THEY JUST... SHOT ME!

WHY ARE THEY DOING THIS?

I'M NOT SURE, AMY, BUT TRUST ME...

"... I'M GOING TO FIND OUT!"

ELEVEN, THIS IS GENECIDE -- NEED EMERGENCY DUST-OFF, NORTH LAWN... NOW!

ACKNOWLEDGED ...GIVE ME A MINUTE TO CIRCLE--

I MAY NOT HAVE A MINUTE, RUPINSKI --

WELL, WELL... MAYBE I JUST FOUND A LITTLE TIME...

THE MYSTERIOUS WOMAN KNOWN AS GENECIDE SMILES IN SATIS-FACTION...

...UN-AWARE THAT THE SCALES MAY HAVE JUST TIPPED EVEN FURTHER AGAINST HER AND HER EUGENIX COMMANDOS...

...FOR THE NEW WARRIORS HAVE ARRIVED!

ALEX POWER

TURBO

WHAT? I DON'T BELIEVE IT--PSIONEX, AGAIN?!

SPEEDBALL

LOOKS LIKE WE MISSED THE COIN TOSS!

AND THE KICK-OFF, SPEEDBALL--ONLY QUESTION NOW IS, WHAT'S THE SCORE?

JUSTICE

ZZRRAP

SPEEDY, SCARLET, TURBO --SECURE THE LOBBY!

ALEX AND I WILL HANDLE IM-PULSE AND PRETTY PERSUASIONS!

SCARLET SPIDER

CAN THE CHATTER, GUYS... ANGEL COULD BE IN REAL TROUBLE DOWN THERE!

STAY TIGHT UNTIL WE KNOW WHAT WE'RE DEALING WITH--

SLITCH

ALONE.

LOST IN A DIMENSION OF UNLIMITED *POSSIBILITIES.*

EVERY MOVEMENT YOU *MAKE* CAUSES A *THOUSAND* MORE *BRANCHES* TO FORM.

AND THERE'S *NO WAY* TO FIGURE OUT *WHICH* ONE'S THE PATH BACK TO *REALITY...*

UHHRRR... LOST...LOST...

DON'T KNOW *WHAT* YOU'RE DOING TO THAT *GIRL*, MATHEMANIC...

...BUT I'M SURE IT'S *NOTHING* A FEW *PARALYSIS STINGERS* CAN'T FIX!

KTOW

UNNH!

PARALYSIS... STINGERS...

...WHAT WERE... THE CHANCES... OF *THAT* HAPPENING?

YOU'RE *SAFE* NOW, MISS...*HEY!*

WHERE ARE YOU *GOING?!*

WHAT'S THAT THEY SAY, BUDDY? "COLD HANDS, WARM HEART"?

WHICH WOULD MAKE *YOU* THE MOST *COLD-HEARTED* SON OF A &*%@# *AROUND*, WOULDN'T IT?

LET'S SEE IF I CAN *HELP* YOU WITH A LITTLE *ADJUSTMENT* TO YOUR *CARDIOPULMONARY SYSTEM*--

URRGH! HUUHHR!

NO, CORONARY-- LET'S SEE IF *I* CAN *CLEAR* YOUR *HEAD* WITH A LITTLE *FRESH AIR!*

WHUDDU

KAYU

AIRRGH!

WHAT, NO ONE FOR THE *MASKED MARVEL* TO PLAY WITH?

WAIT, *THERE'S* ONE!

OKAY, BASHFUL...

...COME OUT AND--

--PLAY?

KTISSHH

EH-ELVIN?

LONG TIME NO SEE, SPEEDBALL.

OR, SHOULD I SAY...

...NOW, YOU WANT TO TELL ME WHY YOU'RE STOMPIN' ON *US* INSTEAD OF THE *BAD GUYS?*

RAGE?!

...*"FAST-BALL"?*

NICE *SHOT*, CARROT TOP...

KNEW IT WAS YOU THE *WHOLE TIME*, FENCE-FACE.

JUST *TESTIN'* YA.

HEY, WATCH THE *HAIR*... I GOTTA WORK *HARD* TO MAKE IT LOOK THIS GOOD.

HUNNH!

WHOA!

WHUDK

POING

SO... I TAKE IT YOU *KNOW* THIS GUY...?

USED TO BE ONE OF THE *WARRIORS*, LONG STORY.

I'LL *BET*...

WHILE, OUTSIDE...

DR. CHEN-- NO!

DROP HER!

THAT'S EXACTLY WHAT I'LL DO--PERMANENTLY!

UNLESS YOU "HEROES" BACK OFF... NOW!

WHO ARE YOU PEOPLE?

WHY ARE YOU DOING THIS?

SIMPLE QUESTIONS, CHILD... THEY MERIT SIMPLE ANSWERS.

WE ARE EUGENIX.

WE ARE SAVING THE HUMAN RACE.

BY KILLING DOCTORS AND PATIENTS?

I DON'T THINK SO.

POOM POOM POOM

HUANHH!

HURGKK

UNNHH...

HHHRREMM...

...KKHHARELESS... VERY CARELESS...

PERHAPS YOU'RE NOT AS HIGHLY DEVELOPED AS YOUR DNA WOULD INDICATE.

WHAT THE #@%% ARE YOU TALKING ABOUT? MY DNA...?

I CAN SEE IT, YOU FOOL.

EVERY DOMINANT TRAIT, EVERY RECESSIVE GENE, EVERY MINOR MUTATION... EVEN THE ONE CONCERNING PSIONIC PROTECTION.

I KNOW WHAT YOU ARE.

YOU CAN SEE--?

EVERYTHING. DON'T LIKE THAT IDEA, HUH?

WELL, TRUST ME, IT'S NO PICNIC FOR ME, EITHER.

EVERY DAY IT STARES ME IN THE FACE, AND I CAN'T LOOK AWAY LIKE EVERYONE ELSE SEEMS TO BE DOING.

IT'S TORTURE--SEEING, KNOWING HOW MANY PEOPLE OUT THERE SHOULDN'T BE ALIVE.

KNOWING THAT WE'RE USING MEDICAL "MIRACLES" TO CHEAT EVOLUTION A LITTLE MORE EVERY DAY...

...UNDOING THE VERY SELECTION PROCESS WHICH MADE US HUMAN IN THE FIRST PLACE!

YOU'RE CRAZY! THOSE PEOPLE, THAT WOMAN--THEY'VE DONE NOTHING TO YOU--

TO ME, PERSONALLY? NO. BUT THIS ONE WAS BORN WITH A CONGENITAL HEART DEFECT, WHICH SHE PROBABLY SHOULDN'T HAVE SURVIVED...

...AND SHE HAS A FIFTY-FIFTY CHANCE OF HAVING A CHILD WITH THE SAME DEFECT.

YET THERE'S NO LAW, NO RULE, NOBODY PREVENTING HER FROM DOING JUST THAT...

...PASSING HER GENETIC DEFECT ON TO THE NEXT GENERATION!

THE ONLY REASON I SPARED HER EARLIER WAS THAT SHE'S NOT LIKELY TO HAVE CHILDREN AT HER AGE.

BUT SHE'S STILL A DRAIN ON THE RESOURCE SUPPLY--

SO YOU GET TO DECIDE WHO DESERVES TO LIVE AND WHO DOESN'T, HUH?

EVER HEAR OF ADOLF HITLER?

DON'T COMPARE ME TO THAT SMALL-MINDED DICTATOR.

HIS WAS A POLITICAL AGENDA... WHILE MINE IS FAR BEYOND SUCH PETTY CONCERNS.

I MEAN TO RE-START HUMAN EVOLUTION ITSELF, BEFORE IT'S TOO LATE!

HOW THOUGHTFUL OF YOU.

FIRESTAR, WHAT ARE YOU WAITING FOR? NAIL HER WITH A NARROW BEAM PULSE!

I MEAN I'D HATE TO SEE YOUR UNIQUE MUTATION LOST TO HUMANITY FOREVER.

BUT IF YOU KEEP USING YOUR POWERS AT THE LEVELS YOU HAVE BEEN, YOU'LL NEVER PASS YOUR DNA TO ANY OFFSPRING...

...BECAUSE YOU'LL BE STERILE.

YES, "NAIL" ME! USE YOUR MICROWAVE POWERS...

...NO MATTER THAT A BLAST STRONG ENOUGH TO HURT ME WILL HAVE THE SAME EFFECT ON THE GOOD DOCTOR AS OUR STERILIZATION GUNS WOULD HAVE HAD--OR WORSE!

S-STERILIZATION?

ISN'T THAT RIGHT, DOCTOR?

YEH:..YES--

YES, THAT WAS WHAT YOU WERE CONCERNED ABOUT WHEN YOU CAME TO THE MEDITEK CLINIC, WASN'T IT?

I SAW YOUR MEDICAL CHARTS. YOUR MICROWAVE MANIPULATION DOESN'T JUST IRRADIATE THOSE AROUND YOU...

...IT'S ALSO EATING YOU FROM WITHIN!

WHAT DO YOU MEAN?!

NO...

...NO... CHILDREN...?

THAT'S RIGHT...YOU LET THAT SINK IN.

V-VANCE...ALL OUR PLANS...I'M SORRY...

...S-SO SORRY...

FIRESTAR! THEY MAY BE WRONG!

WE'LL DEAL WITH IT LATER! RIGHT NOW--

"RIGHT NOW" IT'S TIME TO SAY GOOD-BYE!

SHHOOM

HERE'S YOUR PRECIOUS DOCTOR, "HERO"!

IF WE CROSS PATHS AGAIN, I HOPE YOU'LL SHOW MORE OF YOUR GENETIC POTENTIAL!

BUT IF YOU'RE AS SMART AS I THINK YOU ARE...

HUUNNH

...YOU WON'T CROSS MY PATH AGAIN!

$#*%! FIRESTAR-- SHE'S GETTING AWAY!

FIRESTAR!

ANGEL...?

HEY, DON'T CRY. MAYBE--

GET AWAY FROM HER!

WHUUNH!

THAT'S MY JOB, SWEETHEART.

ARE YOU ALL RIGHT? WHAT HAPPENED?

NOTHING.

:SNIFF:

JUST...JUST SAW SOME THINGS I DIDN'T WANT TO SEE.

VANCE?!

DON'T HURT HIM--HE WAS TRYING TO HELP!

VANCE, THANKS FOR THE BACK-UP.

I KNOW THINGS HAVEN'T BEEN EXACTLY--

EXACTLY WHAT, DWAYNE?

WHAT'S GOING ON HERE? WHY WERE YOU AND ANGEL AT THIS CLINIC IN THE *FIRST* PLACE?

HEY... YOU OKAY, RED?

:SIGH:

I *OWN* THE PLACE. SO I GOT THE CALL WHEN IT GOT *RAIDED*.

AS FOR WHY *ANGEL* WAS HERE, YOU'LL HAVE TO ASK *HER*...

...BUT I'D GIVE HER A LITTLE *TIME* BEFORE YOU DO THAT.

SO NOW YOU'RE IN CHARGE OF *PSIONEX*, HUH?

COPS TOLD ME YOU NEARLY *KILLED* SOME OF THOSE EUGENIX GOONS...

...SO AM I *AT LEAST* ALLOWED TO ASK YOU WHAT THE #@%% YOU AND *ELVIN* ARE DOING TEAMED WITH A BUNCH OF *PSYCHOPATHS*?

NO OFFENSE.

HEY...

...NONE *TAKEN*.

WHAT I'M *DOING* IS *EXACTLY* WHAT I TRIED TO DO WITH THE *WARRIORS*.

CHANGE THE WORLD, *ONE* KICKED-IN HEAD AT A *TIME*.

ONLY *NOW* THERE'S NO ONE TO TELL YOU WHEN YOU'VE CROSSED THE *LINE*.

THERE *IS* NO LINE, VANCE.

YOU DO WHATEVER IT *TAKES*.

MAYBE *SOMEDAY* YOU GUYS WILL *UNDERSTAND* THAT.

DOWNTOWN SAN FRANCISCO...

BUT RECENTLY THINGS HAVE CHANGED, TO SAY THE LEAST.

AND NOW, ZANCA'S CITY DESK IS STREWN NOT WITH RED-HOT LEADS ON WHAT WILL BE TOMORROW'S TALK OF THE TOWN...

JACQUELINE ZANCA WAS WIDELY REGARDED AS THE BEST CITY EDITOR THE OBSERVER HAD EVER SEEN.

...BUT CLIPPINGS, PHOTOS AND WIRE REPORTS ON A STONE-COLD STORY THAT'S WEEKS--EVEN YEARS--OLD.

OBSERVER

PLEASE, JACKIE.. DON'T MAKE ME GO TO NEW YORK.

THIS WHOLE THING IS RIDICULOUS.

COME IN, WALTER.

AND CLOSE THE DOOR BEHIND YOU.

San Francisco OBSERVER

NEW INV RIORS VED!

MAYOR RES GATION

San Francisco CITY EDI

YOSEMITE EXPLOSION

SAVVY, INCISIVE AND QUICK-THINKING, SHE WAS ALWAXS ONTO THE FRESHEST LEADS AND HOTTEST STORIES BEFORE THE COMPETI-TION HAD EVEN BOTHERED TO SNIFF THE AIR.

KCHUD

WHY ARE YOU PULLING ME OFF THE "NEW NOVA" SERIES?

THAT STUFF IS SELLING PAPERS --YOU TOLD ME YOURSELF!

IT WAS, YES.

BUT THE NOVELTY'S WORN OFF...HE'S JUST ANOTHER SUPER-TIGHTS NOW.

I WANT TO BRING OUR ATTENTION BACK TO THE STORY BEHIND THAT YOSEMITE EXPLOSION--

"JUST ANOTHER SUPER-TIGHTS"?!

AN ADMITTED ALIEN WHO'S BEEN CHARGED BY A COSMIC AUTHORITY TO WATCH OVER US, AND THE MOST ACTIVE SUPER HERO FRISCO'S EVER BEEN HOME TO...

...AND YOU THINK THE "NOVELTY'S WORN OFF"?

San Fra OBSERVER

NEW NOVA

SOMEONE TO WATCH OVER US?

GARTHAN SAAL, S.F.'s HERO

YOUR PLANE LEAVES SOON, DOESN'T IT?

I'VE GOT SOME MORE INFORMATION OFF THE WIRE REGARDING THE NEW WARRIORS, AND WHERE YOU MIGHT START LOOKING.

BESIDES NEW YORK, THERE'S THIS TOWN IN WEST VIRGINIA YOU SHOULD PROBABLY--

JACKIE, PLEASE... THE YOSEMITE'S STORY'S COLD.

NO ONE CARES ANYMORE WHAT THE NEW WARRIORS CONNECTION MIGHT HAVE BEEN.

I CAN'T UNDERSTAND WHY YOU'VE BEEN SO OBSESSED OVER THE PAST FEW WEEKS WITH TRACKING THOSE KIDS DOWN, BUT--

THWIKKCH

HHUUNH

THHSSSSSS

MM. YOU KNOW, WALTER...

...YOU'RE RIGHT.

THIS IS ONE ASSIGNMENT I REALLY OUGHT TO TACKLE MYSELF.

SKLURSKL

NEW W

NEW YORK... THE WARRIORS' EAST SIDE CRASH-PAD..

HOKAY... LET'S GO OVER THIS ONE MORE TIME, ALEX...

YOU SAID "FUSION" WAS TOO '70S.

"PHOTON"-- TOO STAR TREK.

"INTERMIX"?

WAIT, YOU'VE GOT FOUR POWERS, RIGHT?

HOW ABOUT, UH... "QUADRON"?

DITTO.

NAH. SOUNDS LIKE AUDI'S LATEST MODEL.

HEY, WHAT ABOUT "POWERHOUSE"?

YOU KNOW, ALEX POWER... POWER-HOUSE?

OR DOES THAT REMIND YOU TOO MUCH OF YOUR BROTHER AND SISTERS, LIKE "POWER-PAX" DID?

HEY, GUYS, CAN WE PLEASE GET BACK TO THE MATTER AT HAND?

OH, PERISH THE THOUGHT.

BUT AT SOME POINT WE'VE GOT TO DECIDE WHAT WE SHOULD DO WITH OUR "GUEST" -- HELIX.

POWERHOUSE, HUH? HMMM...

WHAT, YOU MEAN THERE'S SOMETHING MORE IMPORTANT FOR US TO DO THAN FIGURE OUT ALEX'S NEW "SUPER CODE NAME"?

HE DOESN'T SEEM TO BE A DANGER TO HIMSELF OR OTHERS ANYMORE, I THINK MAYBE IT'S TIME TO--

I THINK WE MAY HAVE A WINNAH!

TEK

NOW.

YOW! SPIDER-SENSE!

LOOK OUT, EVERYONE! THERE'S

THING

OR

SOME

ONE

IN

THIS

ROOM!

SPLISH

SOME

LOOKING FOR THESE?

I DON'T BELIEVE IT-- YOU AGAIN?!

WHERE'D YOU GET THE SUPER HERO GETUP? AND THE EXTRA COMM BADGE?

GUESS.

WHY, CARLTON? WHAT ARE YOU TWO TRYING TO DO?

WE'RE TRYING TO CONVINCE YOU, SPEEDBALL, THAT I KNOW WHAT I'M TALKING ABOUT...

...THAT I REALLY CAN "VISIT" THE FUTURE...

...AND THAT IN THE FUTURE...THE NEAR FUTURE... I SAW YOU DIE.

IT'S CALLED A "DREAM," YOU CHOWDERHEADS...

DON'T WORRY, YOU CAN HAVE THEM BACK.

THIS WAS JUST A LITTLE DEMONSTRATION TO PROVE, ONCE AND FOR ALL, THAT I'M NOT JUST RINA PATEL...

... I'M TIMESLIP!

NO, THEY'RE RIGHT.

WE NEED TO ADDRESS THIS, AND IT SOUNDS LIKE THE SOONER WE DO IT, THE BETTER.

OKAY, WELL... YOU TOLD US ABOUT YOUR VISION OF ROBBIE'S APPARENT DEATH...

...BUT IS THAT ALL YOU'VE SEEN?

NO.

I'VE TRIED *AGAIN* AND *AGAIN* TO SEE *MORE* OF THE TIME PERIOD *LEADING UP* TO SPEEDBALL'S... *DEATH*... BUT IT'S HARD TO KNOW HOW FAR TO *GO*.

PLUS, *SOMETHING* SEEMS TO BE *PREVENTING* ME FROM "*RE-VISITING*" THAT PARTICULAR TIME PERIOD.

BUT I'VE SEEN *GLIMPSES* OF YOUR *FUTURE*...OF *OUR* FUTURE...

...I'VE SEEN PEOPLE I DON'T *RECOGNIZE*...

...THINGS I CAN'T *COMPREHEND*...

...SITUATIONS I DON'T *UNDERSTAND*!

IT'S ALL VERY *INTERESTING*...

...BUT IN TERMS OF *SAVING ROBBIE*, IT'S ALL TOTALLY *USELESS*!

LATER...

-- JUST SAYING WE SHOULD LOOK AT ALL OUR OPTIONS, OKAY?

I DON'T THINK IT'S THAT CRAZY AN IDEA FOR ROBBIE TO TAKE A LONG BREAK FROM BEING SPEEDBALL, UNTIL THIS WHOLE THING BLOWS OVER.

THANK GOD THEY'RE FINALLY TALKING ABOUT IT. NOW IT'S OUT OF MY HANDS.

THEY'LL FIGURE OUT WHAT TO DO... THEY'RE EXPERTS AT THIS KIND OF STUFF, RIGHT?

ANGEL, I APPRECIATE THE CONCERN AND ALL, BUT I STILL THINK WE'RE JUST DEALING WITH A BUNCH OF UNCONNECTED HALLUCINATIONS.

RINA SAW US ON TV A COUPLE TIMES, RIGHT? HOW MUCH WOULD IT TAKE FOR HER TO DREAM ABOUT US?

BESIDES, EVEN IF SHE IS SEEING THE FUTURE, WHO'S TO SAY SHE'S SEEING THE FUTURE AS IT'S REALLY GOING TO HAPPEN?

CHINESE

TAKE OUT

WONG'S

I MEAN, IT MIGHT BE AN ALTERNATE FUTURE OR SOMETHING, RIGHT?

REGARDLESS OF THAT, IT COULD BE ROBBIE TAKING A BREAK FROM SUPER-HEROING THAT ACTUALLY CAUSES HIS DEATH!

MY POINT IS THAT WITHOUT MORE INFORMATION, IT'S IMPOSSIBLE FOR US TO KNOW WHAT TO DO... OR WHAT NOT TO DO.

WELL, WE COULD DISBAND THE ENTIRE TEAM.

I FIND IT HARD TO BELIEVE THE FUTURE AS RINA DESCRIBED IT COULD HAPPEN IF WE DID THAT.

INTERESTING. I CERTAINLY HOPE THAT'S NOT OUR *ONLY* OPTION, TURBO...

...BUT IT'S SOMETHING TO *CONSIDER.*

HOW MUCH *TIME* DO WE HAVE *LEFT,* DO YOU THINK?

ENOUGH TIME FOR ME TO *FIGHT* YOU FOR THAT LAST *EGG ROLL,* SPIDER.

YECCCH. *TAKE* IT.

YOU'VE BEEN AWFULLY *QUIET,* RINA...

...WHAT *DO YOU* THINK?

I...

...I THINK... I DON'T *BELONG* HERE!

HUNH? WHAT'S HER PROBLEM?

I THINK SHE'S HAVING ANOTHER ONE OF HER LITTLE TRIPS TO ANOTHER TIME PERIOD!

AUNNHH...

RINA-- ARE YOU ALL RIGHT?

YOU MEAN YOUR PAST JUST "CAUGHT UP" WITH YOU?

YES...OR I CAUGHT UP WITH IT. EITHER WAY, NOTHING CHANGED, DID IT?

SHOULD'VE KNOWN... FELT SENSE OF DEJA-VU... COMING ON... LEFT A NOTE FOR MY PAST SELF... ABOUT YOU...

...THIS WAS... THE PLACE... THE TIME... I FIRST SAW ALL OF YOU... A FEW WEEKS AGO...*

*IN NEW WARRIORS #59. --TOM

MY GOD-- EVERYTHING ALWAYS HAPPENS EXACTLY THE WAY I'VE SEEN IT!

I-I'M SORRY, ROBBIE, BUT I DON'T THINK I EXPERIENCE THE "ALTERNATE" FUTURE...

...WHICH MEANS THERE MAY BE NOTHING ANYONE CAN DO TO SAVE YOU!

NEXT: KYMARA CHOICES

TOM BREVOORT
EDITOR

NEW OPINIONS

GLENN GREENBERG
ASSISTANT EDITOR

ATTENTION CORRESPONDENTS: TO BE CONSIDERED FOR PUBLICATION, ALL LETTERS TO "NEW OPINIONS" MUST INCLUDE YOUR NAME AND ADDRESS, ALTHOUGH WE WILL WITHHOLD THAT INFORMATION BY REQUEST. WRITE TO: NEW OPINIONS, C/O MARVEL COMICS, 387 PARK AVENUE SOUTH, NEW YORK, NY 10016.

Getting in touch with other people who share your interests these days is as easy as turning on your computer and plugging in your modem.

So it's no surprise that NEW WARRIORS fans across the world are mobilizing and using the new technology to talk about their favorite teenage super heroes. If you've got a computer and a modem, you may want to check into the the following unofficial (meaning it's fan-run) or semi-official (meaning it's run by Tom Brevoort and Evan Skolnick) avenues for hardcore Warriors fans!

SEMI-OFFICIAL NEW WARRIORS E-MAIL ADDRESS:
– Send E-Mail to: NeWarriors@aol.com

This is where you should send electronic e-mail for possible inclusion on the letters page. Include your real name and full mailing address, even if you request that we don't publish your home address.

SEMI-OFFICIAL EDITORIAL/ CREATIVE TEAM E-MAIL ADDRESSES:
– Evan Skolnick: EvanSkol@aol.com
– Tom Brevoort: Kitchen T@aol.com

Use these for private notes or quick comments that aren't intended for publication. We'll try to get back to you if possible, time permitting.

UNOFFICIAL NEW WARRIORS ONLINE DISCUSSION BOARD:

For those of you who subscribe to America Online, here's how to get to the area where we regularly discuss the New Warriors and set up events such as "real time chats" with Tom and Evan.
1) Hit KEYWORD: SF
2) Choose "Television/Star Trek/Comics"
3) Choose "Comics from Marvel"
4) Scroll down to the New Warriors discussion board! Welcome!

UNOFFICIAL NEW WARRIORS INTERNET DISCUSSION BOARD:
– Newsgroup:
rec.arts.comics.marvel.universe

If you have access to Internet newsgroups, you may want to stop by here to chat about any of your favorite non-mutant Marvel heroes... including the Warriors!

UNOFFICIAL NEW WARRIORS NEWSLETTER INFORMATION:
– Send E-Mail asking for more information to Jeff Hidek, at: Kid Bespin@aol.com

"Crashpad Chronicles" is a fun newsletter that just published its first issue. Check it out!

If you're a fan doing something you think we should know about, drop us a line! Meantime, we'll see you all *on*line!

- Tom and Evan
(Computer semi-literate Glenn is left out in the cold)

Dear Tom and Glenn,

With Nita ostensibly buying the proverbial farm last issue, it was only a matter of time before her cousin Namor would show his long pony-tail in the pages of this series. Although sooner than expected, NEW WARRIORS #57 in retrospect seems like the best time to have Namor appear, as now the impact of the painful loss is still fresh in the minds of all the individual Warriors.

Also rather unexpected was the opening scene of the tale so aptly titled "Breaking Points." Memories of the scene from NW #1, with Thrash holding up Nova instead of vice versa, flooded back into my mind as I read #57. By writing Dwayne and Elvin out of the picture, at least for now, Evan Skolnick shows a lot of courage, since both characters still had much potential left to explore. But, change is inherent to time and life, so I really appreciate this touch of realism anyway.

And let's see lots more of Nova, okay? He's the most intriguing and complex character on the team!

Olav Beemer
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Europe

We hope you didn't miss issue #60, Olav, which gave Nova the lion's share of attention. We also hope you weren't *too* ticked off by how it all turned out!

Dear Tom,

"Breaking Points" was an appropriate title for NEW WARRIORS #57. The team broke away from its founder, Night Thrasher, Speedball may have permanently broken his relationship with Rage, and the Warriors and Namor broke a lot of things in their free-for-all.

I hope this isn't the end of Night Thrasher in this book. While what Nova said about Thrash using the Warriors for his own ends is true, Thrash is a good leader. But he still needs to put his egotism behind him.

As for the fight between the Warriors and Namor – it was great. As a team, they kicked his butt and made him apologize. Like Firestar said, it helps when they know their opponents' weaknesses and can use that against them.

The Power Pack storyline is progressing nicely, and I'm willing to wait patiently for its eventual conclusion.

See you in thirty.

John R. Shearer
30710 Lorain
North Olmstead, OH 44070

As you can see from the last couple of issues, John, Night Thrasher and Rage certainly haven't been forgotten! What the future holds for them – and their roles with Psionex – remains to be seen.

Hey Guys,

Re: NEW WARRIORS #57.

Hate to see Rich and Dwayne fight again. Wow. To see backs turned on each other hurt! Don't let hard feelings fester. The guys need each other!

Also didn't like the hothead sides of Namor and Nova. Kymaera isn't *dead*, for crying out loud! They know that! Where's their optimism? Don't lose hope in typical Gen X fashion.

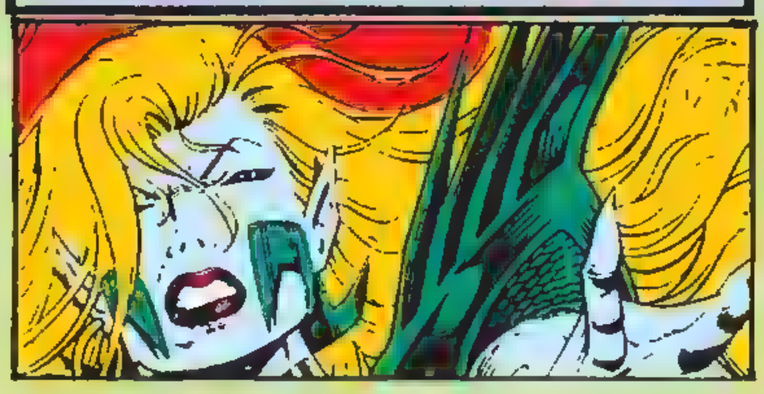
Also, in the entire 57-issue run, all eight core members have been together only *four* times: #'s 45, 46, 50 and 51! Can you do something with all of them again? Maybe with the six rookies, too?

You guys are doing *great!* Keep it up!!

Mike O'Sullivan
5398 King Road
Loomis, CA 95650

Oh, we plan to keep it up, Mike. In fact, we aim to keep it up even *higher*, what with the aftermath of "Nova Omega" and "Maximum Clonage!" Just wait'll you see what happens next!

NEXT ISSUE: Hey, gang, Kymaera's back! A powerless Rich Rider is finally reunited with his lost love! But does this mean that things will get better for the Warriors... or worse? Plus, more on the mysterious Rina Patel, and everybody's favorite web-slinger will be on hand, too! Join Evan, Patrick and Andrew for NEW WARRIORS #65, on sale in four weeks!



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AREN'T YOU THE ONE WHO GOT ALL EXCITED WHEN I OFFERED YOU A CHANCE TO MAKE A HOLOGRAPHICALLY PROJECTED JUMP INTO CYBERSPACE?

WHOEVER DRAINED ALL THE FILES FROM MY COMPUTER BANKS* DIDN'T KNOW ABOUT THE FAIL-SAFE PROGRAMS I HAD ENCRYPTED THERE. ALL THEY WERE ABLE TO GRAB WERE CODED FRAGMENTS--

--WHICH WILL ALLOW ME TO TRACE ANY MISSING INFORMATION TO THE SYSTEM IT WAS DOWNLOADED INTO.

NOPE. THAT WASN'T *ME*. MUST'VE BEEN SOME *OTHER* BEN REILLY.

* LAST ISSUE-- Bob.

DON'T WORRY. THIS WON'T TAKE LONG.

YOU MEAN-- LIKE *THAT* SYSTEM RIGHT *THERE*?

BEN-- YOU FOUND IT!

YEAH. BUT WHAT DID I *FIND*?

INTERESTING. THAT CYBER-DOOR LEADS INTO THE COMPUTER BANKS HOLDING THE STOLEN FILES--

--BUT THOSE TENTACLE-LIKE PROJECTIONS APPEAR TO BE LINKING IT UP TO A VASTLY LARGER SYSTEM ... WHICH IS COVERTLY MONITORING THE SMALLER ONE.

YOU MEAN WHOEVER HIT *US*-- HAS SOMEONE ON *THEIR* TAIL?

APPARENTLY SO.

CHOOSH!!

I THINK YOU SHOULD LAUNCH THE PROBE NOW, BEN.

BUT BE ALERT. A SYSTEM THIS SOPHISTICATED IS BOUND TO HAVE ELABORATE PROTECTION PROGRAMS IN PLACE.

JUST WHAT I WAS AFRAID OF! THOSE ARE COMPUTER-GENERATED ANTI-VIRAL PROGRAMS!

STOP BEING SUCH A KNOW-IT ALL!

BREAK OFF CONTACT, BEN! GET OUT OF THERE!

TOING!

FZEET!

NOT YET! A FEW MORE SECONDS AND WE MIGHT DOWN-LOAD ENOUGH DATA TO GET A *FIX* ON THEIR LOCATION!

LISTEN TO ME-- HOLOGRAPHIC PRO-JECTIONS OR NOT...THE DANGER FROM THOSE THINGS IS REAL!

YOU'RE ALIVE IN CYBERSPACE--AND YOU COULD VERY POSSIBLY *DIE* THERE!

GIVE ME A BREAK! DEFYING DEATH IS MY BUSINESS! I'M THE *SCARLET SPIDER*, REMEMBER?

OH. THAT'S RIGHT.

I THOUGHT YOU *HATED* THAT NAME.

TOOM!

FAKK!

SSSSHHAAAKKKK!

THEY'VE SHORTED OUT THE INTERFACE!

FOLLOW MY VOICE! IT'S THE ONLY WAY TO GET YOU BACK!

BEN... DO YOU HEAR ME? IF YOU DON'T PHASE OUT IN THE NEXT TEN SECONDS--

--YOUR MIND IS GOING TO DISASSOCIATE FROM YOUR BODY!

YOU'LL BE TRAPPED IN CYBERSPACE... FOREVER!

BEN?

CHAKKKAASH!

BEN!!

KRAKKK!

SPAKKK!

THE WHOLE BLOODY SYSTEM'S OVERLOADING! WE'LL NEVER--

WHOOM

DON'T WORRY, SEWARD--I'VE GOT YOU!

YOU KNOW, THINGS LIKE THIS NEVER HAPPENED TO ME BEFORE I MET YOU.

I'LL SAY THIS: LIFE SURE IS INTERESTING.

AREN'T YOU GLAD I'M AROUND TO KEEP YOUR LIFE INTERESTING?

FIRST I FIND OUT I'M NOT THE REAL PETER PARKER--BUT HIS CLONE. AND I TOTALLY LOSE IT. BUT, HEY, I FIGHT MY WAY BACK. FIND A SENSE OF SELF-WORTH. EVERYTHING LOOKS LIKE IT'S COMING TOGETHER.

UNTIL THAT PSYCHIC "TIME-BOMB" KICKS IN. TURNS OUT THE JACKAL PROGRAMMED ME TO GO NUTS. KILL MY WIFE. I END UP CHASING MARY JANE ACROSS HALF THE CITY.

BUT I FIGHT BACK AGAIN. OVERCOME THE PROGRAMMING. SAVE HER. SAVE MYSELF.

EVERYONE BREATHES A SIGH OF RELIEF. THE WORST IS OVER.

MAYBE.

PROBLEM IS--I DON'T KNOW WHAT OTHER PROGRAMS PROFESSOR WARREN SLIPPED INTO MY UNCONSCIOUS. WHO'S TO SAY I WON'T GO PSYCHO AGAIN IN A YEAR? OR SIX MONTHS? OR TOMORROW?

I CAN'T EXPECT MARY JANE TO LIVE LIKE THAT! SHE DESERVES BETTER THAN--

HEY, SAILOR--

--COME HERE OFTEN?

MARY JANE!

WHAT ARE YOU DOING HERE?

LOOK, HANDSOME-- I'VE SPENT A GOOD PART OF OUR MARRIED LIFE SITTING BY THE WINDOW, WORRYING ABOUT YOU--

--WAITING FOR YOU TO COME HOME.

IT'S REALLY BORING.

SO WHEN YOU SLIPPED OUT TONIGHT, I DECIDED TO GO AFTER YOU.

NO MORE BROODING ALONE ON ROOFTOPS. NO MORE HIDING YOUR PROBLEMS BEHIND THE MASK.

YOU WERE EXPECTING SOME OTHER PREGNANT REDHEAD?

WE'RE A FAMILY NOW.

BUT, MJ-- HOW CAN YOU EVER TRUST ME AGAIN? WHAT IF I'VE BEEN PROGRAMMED TO--

DO ME A FAVOR. SHUT YOUR BIG MOUTH--

--AND LET'S GO HOME.

WE'LL SORT THIS OUT. WE'LL FIND THE ANSWERS. AND WE'LL LIVE HAPPILY EVER AFTER.

'CAUSE, Y' KNOW WHAT?

--WE DESERVE IT.

MY LOVE-- WHEN YOU SAY IT--

--I CAN ALMOST BELIEVE IT.

THE ITSY-BITSY SPIDER CRAWLED UP THE WATER SPOUT...

DOWN CAME THE RAIN--

--AND WASHED THE SPIDER OUT...

SHA-

GGSH!

OUT CAME THE SUN AND DRIED UP ALL THE RAIN...

--CRAWLED UP THE SPOUT AGAIN...

AND THE ITSY-BITSY SPIDER--

WHY DO YOU ALL HAVE SUCH DUMB-FOUNDED LOOKS ON YOUR FACES? HAVEN'T YOU EVER HEARD ME SING BEFORE?

WELL, ACTUALLY, DOCTOR OCTOPUS--WE HAVEN'T.

THERE'S A FIRST TIME FOR *EVERYTHING*, I SUPPOSE.

I'VE HAD THAT TUNE IN MY HEAD ALL DAY. SOMETHING MY *FATHER*-- THE LOUT-- USED TO SING TO ME WHEN I WAS A LITTLE *GIRL*.

AH, WELL-- SO MUCH FOR *NOSTALGIA*.

NOW WHAT'S THE EMERGENCY, *BRUCKNERR*? WHEN YOU CALLED ME, YOU SOUNDED LIKE YOU WERE HAVING A STROKE.

THERE'S BEEN AN ATTEMPTED *SYSTEMS-BREACH.*

TRAINER, NO DOUBT. I'D DO THE SAME IN *HIS* PLACE.

DID HE ACCESS ANY FILES?

NO! O-OF *COURSE* NOT! I DESIGNED THAT ANTI-VIRAL PROGRAM *MYSELF!*

I KNOW. THAT'S WHY I'M *WORRIED.*

MY DEAR DOCTOR... IF YOU FIND MY SERVICES *LACKING*, I MIGHT JUST HAVE TO--

HAVE TO *WHAT?*

AH!

YOU REALLY SHOULD *TRY* THIS SOME TIME, BRUCKNERR. DOWNLOADING INFORMATION FROM THE GLOBAL NET--DIRECTLY INTO CHIPS IMPLANTED IN THE BRAIN.

QUITE THE ECSTATIC EXPERIENCE!

YES, I'M SURE IT *IS*. NOW, ABOUT THE *PROGRAM FRAGMENTS* WE RETRIEVED FROM TRAINER'S SYSTEM--

-- IT SEEMS YOU WERE RIGHT. WHILE WORKING ON HIS GENETIC RESEARCH, TRAINER DID INDEED DEVELOP A PROGRAM THAT ALLOWS HIM TO *SIMULATE* ORGANIC MATTER WITHIN *VIRTUAL REALITY.*

NOTHING. NOTHING AT ALL.

NOT JUST SIMULATE. THESE FILES REVEAL THAT TRAINER HAS DEVISED THE TECHNOLOGY TO PROJECT ACTUAL *LIVING MATTER* INTO VIRTUAL REALITY ITSELF!

HE'S MANAGED TO CREATE A *STABLE INTERFACE* BETWEEN OUR WORLD AND THE WORLD OF VIRTUAL REALITY!

USE THIS DATA TO MAKE THE APPROPRIATE ADJUSTMENTS TO THE *WAVE GENERATOR-- IMMEDIATELY!*

SHOULDN'T WE *TEST* IT FIRST? THINK OF THE POSSIBLE *DANGER* THIS COULD PRESENT TO INNOCENT CIVILIANS--

BRUCKNERR--

--DON'T THINK UNLESS I *ASK* YOU TO!

AKKK

SLAM!

MY CONCERN IS *PERFECTING* THE GENERATOR. I COULDN'T CARE LESS ABOUT THE POSSIBLE DANGER TO PEOPLE.

uh, DOCTOR? I C-CAN'T *BREATHE*! I C-C-C--

THIS MEANS LESS THAN *NOTHING* TO ME.

MY INTENTION IS IS TO TAKE THE VIRTUAL REALITY TECHNOLOGY THAT *EXISTS* AND ULTIMATELY *IMPROVE* UPON IT--

GAAAAAAA--

--MUCH AS I DID WITH THE TECHNOLOGY OF MY *MENTOR*, THE LATE AND LAMENTED *OTTO OCTAVIUS*.

OUR ORGANIZATION IS *YOUNG*, BRUCKNERR. AND, IN ORDER TO REACH OUR GOALS, WE MUST BE THE *SOLE WINNERS* IN THE TECHNO-WARS--

--DON'T YOU *AGREE*?

D-DO YOU *WANT* ME TO?

OF COURSE.

THEN I *DO* AGREE, DOCTOR.

WHOLE-HEARTEDLY.

WHAT DO YOU *MAKE* OF IT, SEWARD?

LOOKS LIKE AN *OCTOPUS*.

ONE OF THE GREATEST SCIENTIFIC MINDS ON THE PLANET-- AND *THAT'S* YOUR ANALYSIS?

WE DIDN'T REALLY DOWNLOAD ALL THAT MUCH BEFORE OUR OTHER SYSTEM CRASHED. JUST ENOUGH TO LET US KNOW THAT *MINE* WEREN'T THE *ONLY* FILES PLUNDERED.

AND AS FOR THAT STRANGE *CREST*-- WELL, AS I *SAID*--

--LOOKS LIKE AN *OCTOPUS*. AND *YOU'RE* THE EXPERT IN *THAT* AREA.

DOCTOR OCTOPUS.

COULD THERE BE SOME CONNECTION BETWEEN THIS AND OCTAVIUS? SOME SCHEME HE SET IN MOTION BEFORE HE *DIED*?

WELL, *WHOEVER'S* BEHIND THIS-- IF THEY'VE GOT EVEN A *FRACTION* OF SEWARD'S FILES CONCERNING SPIDER-MAN AND THE SCARLET SPIDER--

BUT PETER'S GOT A CAREER, A WIFE, A *BABY* ON THE WAY. HE'S WORKED TOO HARD, COME TOO FAR, TO SEE IT ALL CAPSIZED *AGAIN*. I WON'T *LET* IT BE CAPSIZED AGAIN!

I'M GOING TO DO EVERY-THING IN MY POWER TO GET TO THE BOTTOM OF THIS. TO *PRO-TECT* PETER AND MJ. SEE THAT THEY GET A SHOT AT THE HAPPINESS THEY--

HELLO...?

WELL, *ah*... *HEY*, YOU GUYS. I WAS JUST *THINKING* ABOUT YOU.

GOOD THINGS, I HOPE.

NOTHING BUT THE *BEST*.

SO... HOW *ARE* YOU, PETER?

I GUESS-- THAT'S WHAT I'M HERE TO FIND *OUT*.

YOU'RE WORRIED ABOUT ANOTHER "*TIME-BOMB*," AREN'T YOU?

WOULDN'T *YOU* BE?

YEAH. I SURE *WOULD*.

AND--HEY... LOOK AT *YOU*! YOU'RE REALLY STARTING TO *SHOW*.

I LOOK LIKE A SACK OF *POTATOES*, RIGHT?

...I KNOW IT'S *SHORT NOTICE*, DOCTOR TRAINER...

YOU LOOK *BEAUTIFUL*.

...BUT MARY JANE AND I TALKED IT OVER...

--IT COULD MEAN *BIG TROUBLE*.

NOT FOR *ME*. I'VE GOT NO LIFE TO SPEAK OF.

...AND WE DECIDED THAT... IF *ANYONE* CAN HELP US--IT'S *YOU*.

AT THE RISK OF SOUNDING LIKE AN *EGO-TIST*--

--YOU'VE COME TO THE *RIGHT PLACE*.

NOW, COME ON--LET'S SEE WHAT WE CAN DO--

--TO PUT YOUR MIND AT EASE.

"WHAT ARE THEY *DOING* IN THERE?"

"IT'S NOT LIKE A TRIP TO THE DENTIST FOR A CLEANING, MARY JANE. IT'S GOING TO TAKE TIME."

"BUT IT'S BEEN *HOURS.*"

"AND IT MIGHT BE HOURS *MORE.* FIRST SEWARD'S GOT TO PROBE FOR ANY BIOLOGICAL IMPLANTS... AND *THEN* COMES THE *REALLY* HARD WORK."

"WHICH IS...?"

"USING BRAIN WAVE MONITORS AND ADVANCED HYPNO-THERAPEUTIC TECH-NIQUES TO PROBE FOR SUBTLE *PSYCHOLOGICAL* IMPLANTS.

"HE'S GOT TO COMB PETER'S PSYCHE FOR EVEN THE *SMALLEST* ANOMALY."

AND--IF HE *FINDS* ONE?

HE WON'T.

I HOPE.

NO PARK ZONE 7-6

I LOVE FIFTH AVENUE, DON'T YOU, STEELE?

IT'S THE *ESSENCE* OF NEW YORK. THE HUSTLE AND BUSTLE. THE OFFICE BUILDINGS. THE STORES.

THE *CHAOS*? THE *TERROR*? THE *MADNESS*?

WITH A LITTLE *LUCK*.

IS IT ALMOST READY?

YEP. I'VE PUNCHED IN THE PRIMARY CODES. NOW ALL THAT'S NEEDED--

--IS THE *KEY*.

TK

HMMMM

ACCORDING TO WHAT BRUCKNERR SAID, THE *VR WAVE* SHOULD REACH MAXIMUM INTENSITY IN PRECISELY FIVE--

RI'S STOP

--FOUR--

--THREE--

--TWO--

SPA

RING

"BINGO!

"LOOK AT IT, JOHNSON! SPIELBERG'S GOT NOTHING ON US!"

"WELCOME TO THE JURASSIC AGE--COURTESY OF THE WORLD'S FIRST VIRTUAL REALITY BOMB!"

JUST LIKE BRUCKNERR FEARED... THE WAVE'S *UNSTABLE.*

IT'S CUTTING OUT!

BUT THE IMPORTANT THING IS, IT *WORKED!*

BRUCKNERR, THIS IS STEELE.

TELL THE DOCTOR THAT THE MINIATURIZED *PROTOTYPE* WAS SUCCESSFUL.

WE CAN PROCEED WITH CONSTRUCTION OF THE REAL *BOMB.*

NO MORE "TIMEBOMBS."

TINK

NO MORE WORRIES.

THANKS TO TRAINER'S RESULTS, WE CAN FINALLY RELAX.

YEAH. YOU, ME, AND OUR *SON*-- FACING THE FUTURE, UNAFRAID.

HOW'S THAT NON-ALCOHOLIC CHAMPAGNE?

JUST YOU, ME, AND OUR *DAUGHTER*... LIVING HAPPILY EVER AFTER.

TERRIBLE. BUT WHO CARES?

THIS IS THE MOST *WONDERFUL* NIGHT OF MY LIFE.

SHALL WE?

BUT THERE'S NO MUSIC.

LET'S MAKE OUR OWN.

DID YOU EVER THINK LIFE COULD FEEL *SO GOOD* AGAIN? THAT WE COULD BE *SO HAPPY* --AFTER EVERYTHING WE'VE *BEEN* THROUGH?

LIFE *ALWAYS* FEELS THIS GOOD... WHEN I'M IN YOUR ARMS. *YOU'RE* MY HAPPINESS, PETER. ALWAYS WERE. ALWAYS *WILL* BE.

PLEASE-- YOU'LL MAKE ME *SWOON.*

YOU'D BETTER.

AND I WANT YOU TO *KEEP* SWOONING--TILL WE'RE OLD AND GRAY.

WHAT?

PETER --SHE MOVED.

WHO?

THE BABY. I FELT HER MOVE!

ARE YOU SURE? I MEAN, IT COULD'VE BEEN--

HERE. GIVE ME YOUR HAND.

HE MOVED!

...I'M SO STIFF FROM SITTING AT THIS CONSOLE SO LONG-- I CAN HARDLY MOVE.

WHICH I WOULDN'T MIND... IF I'D BEEN MAKING SOME PROGRESS ALL THIS TIME.

BUT I STILL CAN'T BREAK THESE ENCRYPTIONS. WHOEVER'S BEHIND THIS THEFT, HE'S QUITE THE FORMIDABLE--

CHANK!!

GOOD EVENING, PROFESSOR.

WHO ARE YOU?

HOW DID YOU GET IN HERE?

WHY... IT'S EASY--

--WHEN YOU KNOW THE ACCESS CODES.

WHY, PROFESSOR-- YOU LOOK SHOCKED. AND MORE THAN A LITTLE WORRIED.

LET ME CALM YOUR FEARS: I'M NOT INTERESTED IN VIOLENCE. I HAVE NO DESIRE TO DO YOU HARM.

BUT I WILL DO YOU HARM--IF YOU DON'T SURRENDER ALL YOUR MATERIALS ON CYBERSPACE, PARTICULARLY THE ONES...

... ABOUT THE INTERFACE YOU'VE DEVELOPED BETWEEN LIVING ORGANIC MATTER AND VIRTUAL REALITY.

... PULL ANYTHING!

FZZAK!!

LESSON NUMBER ONE: YOU CAN'T SNEAK UP ON ME.

LESSON NUMBER TWO--

AND DON'T TRY TO...

SHRAKK!

--MY PERSONAL FORCE-FIELD IS IMPENETRABLE.

SHAKK!

LESSON NUMBER *THREE*: DON'T CONFUSE THE *NEW* DOCTOR OCTOPUS WITH THE UNFORTUNATE SOUL WHO CAME *BEFORE* ME.

CHUNG!

OCTAVIUS WAS A MENTOR... AND A FRIEND.

KRAK!

TOO

THRAK

SNKSH!

BUT HE WAS *NEVER* MY *EQUAL!*

KOOOM!

AND NOW THAT I'VE MADE *THAT* POINT--

--WE CAN CONTINUE OUR LITTLE CHAT.

W-WHY ARE YOU *DOING* THIS?

I WAS RAISED TO *REVERE* SCIENTIFIC RESEARCH ABOVE HUMAN LIFE ITSELF. TECHNOLOGY IS MY *GOD*. THE ONLY THING THAT *MATTERS* TO ME.

YOU KNOW THAT BETTER THAN MO--

uh, uh, uh, MY ITSY-BITSY SPIDER. ONE MORE STEP AND I *SNAP* HIS NECK.

SEWARD--DO *YOU KNOW* THIS WOMAN?!

--DADDY?

TELL HIM I MEAN WHAT I *SAY*.

BELIEVE ME, BEN. SHE *MEANS* IT.

OH, WE KNOW EACH OTHER *VERY* INTIMATELY ...*DON'T* WE--

THE GREATEST RESPONSIBILITY CONTINUES IN THE PAGES OF SPIDER-MAN #63!

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THE GREATEST RESPONSIBILITY

PART 2 OF 3

SPIDER-MAN

SQUEEZ PLAY!

THE NEW YORK CITY APARTMENT OF PETER AND MARY JANE PARKER.

I CAN'T BELIEVE *THIS* IS HAPPENING.

BUT I'VE GOT TO DO IT.

I JUST...

...CAN'T...

...HELP...

THE GREATEST RESPONSIBILITY PART 2 OF 3

THE KICK INSIDE

GIL KANE/TOM PALMER/HOWARD MACKIE ART & STORY
RICHARD STARKINGS AND COMICRAFT LETTERS
KEVIN TINSLEY COLORS
MALIBU'S HUES SEPARATIONS
BOB BUDIANSKY EDITOR AND CHIEF

...MYSELF.
AGAIN, PETER?
SORRY, MJ, I CAN'T HELP IT.
EVER SINCE I FELT THE BABY KICK LAST NIGHT... I JUST CAN'T SLEEP.
SEE AMAZING SPIDER-MAN #406. Bob
PETER, WE'VE GOT ALL THE TIME IN THE WORLD TOGETHER... ALL THREE OF US DO...
BUT RIGHT NOW, I NEED SOME SLEEP AND YOU KEEP WAKING ME UP. WHY DON'T YOU GO SWING AROUND THE CITY... BURN OFF SOME OF THE EXCESS ENERGY?
YOU SURE IT'D BE OKAY?
JUST STAY OUT OF TROUBLE... AND COME BACK TO US IN ONE PIECE.
YES!
LIFE IS *GOOD!*
SO I'M A *CLONE!* SO *WHAT?*
I'M A CLONE WHO'S GOING TO BE A *DAD!*
FUNNY, EVEN WITH ALL THAT'S HAPPENED, I FEEL LIKE MY LIFE IS HEADING IN THE RIGHT DIRECTION.
I WONDER IF *BEN* CAN SAY THE SAME?
I HOPE SO.

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AT THAT MOMENT...

I CAN'T *BELIEVE* THIS IS HAPPENING!

Oh, IT *IS* HAPPENING... TELL HIM... *DADDY!*

OR DO YOU PREFER ME TO CALL YOU *PROFESSOR SEWARD TRAINER?*

CAROLYN... DON'T --

NO, NO, NO, NO, DADDY!

I CALLED YOU BY *YOUR* FULL TITLE AND NAME. PLEASE DO THE SAME FOR ME AND CALL ME THE NEW...

DOCTOR OCTOPUS!

IT STARTED BACK IN AMAZING #406 - Bob

LOOK, I DON'T KNOW WHY YOU SUDDENLY BUSTED INTO SEWARD'S LAB...

...BUT YOU'D BETTER NOT HURT HIM!

LET ME GUESS... HE'S BEEN LIKE A *FATHER* TO YOU?

YES... THAT'S RIGHT.

THAT'S NICE... SWEET EVEN.

LIKE A FATHER TO YOU.

WHAM

TOO BAD YOU WERE *NEVER* LIKE A FATHER TO *ME*... *DADDY!*

LET GO OF HIM! I WON'T LET YOU KILL
~>Hmmph<~
OOPS! LOOKS LIKE SOMEONE FORGOT ABOUT MY FORCE FIELD!
TOO BAD FOR SOMEONE!
YOU WANT HIM -- YOU CAN HAVE HIM!
GOT YOU, SEWARD... JUST GO LIMP!
I DON'T STAND A CHANCE AGAINST ALL THOSE ARMS OF HERS IN CLOSE QUARTERS, I NEED MANEUVERING ROOM... NEED TO GET US OUT.
NOT YET, BEN.
BUT, SEWARD --
NOT YET!
TALK TO ME, CAROLYN. WHAT IS IT YOU WANT?
Oh... YOU WANT TO TALK NOW, DADDY.
AFTER ALL THESE YEARS YOU JUST WANT TO SIT DOWN LIKE TWO CALM, REASONABLE PEOPLE OF SCIENCE AND TALK OVER OUR DIFFERENCES.
TOO LATE FOR THAT, DADDY!

BESIDES, I'M NOT HERE TO REHASH FAMILY MEMORIES.

MY ONLY INTEREST IN YOU IS THE WORK YOU'VE DONE ON NAVIGATING *CYBERSPACE*.

GIVE ME ACCESS TO ALL YOUR EXPERIMENTS AND YOU'LL NEVER HAVE TO SEE ME AGAIN.

AND I'M SURE *NEITHER* OF YOU WILL SHED TOO MANY TEARS OVER THAT.

NO, CAROLYN, I WON'T TURN OVER *ANY* OF MY RESEARCH TO YOU!

THEN I'LL JUST HAVE TO TAKE IT.

I'M NOT AFRAID, CAROLYN.

STOP CALLING ME THAT. MY *NAME* IS DOCTOR OCTOPUS!

HOW CLEVER. AND DID YOU COME BY THOSE MECHANICAL ARMS IN THE SAME PLACE THAT YOU CAME BY THIS NEW VIOLENT BEHAVIOR?

HOW *DARE* YOU TALK DOWN TO *ME!*

YOU KNOW I WAS GOING TO SUGGEST THAT YOU MIGHT WANT TO BACK OFF THERE, SEWARD... I THOUGHT IT MIGHT TICK HER OFF.

THE ARMS, DADDY... YOU WANT TO KNOW ABOUT *THEM?*

I'M THE PRODUCT OF *YOUR* GENES, FATHER. MY PENCHANT FOR LEARNING, MY INTEREST IN SCIENCE, CAME FROM YOU!

BUT YOU WOULDN'T BE MY *TEACHER*... WOULDN'T REVEAL YOUR *SECRETS* --

THERE ARE NO *SECRETS*, CAROLYN. YOU'RE *INSANE* IF YOU THINK --

THERE YOU GO AGAIN! WHERE'S THE CALM AND REASONABLE SEWARD I KNOW AND LOVE?

YOU! I *KNOW* I'VE SEEN *PART* OF YOUR *CYBER-FILES*, DADDY!

YOUR MAN HERE TRACKED ME BACK THROUGH CYBER-SPACE.

ALSO IN AMAZING #406 - Bob

THE THINGS YOU'VE ACCOMPLISHED ARE GOOD, FATHER. YOU ARE A BRILLIANT, IF SOMEWHAT LIMITED, SCIENTIST. I DON'T THINK YOU REALIZE THE POTENTIAL IN YOUR OWN DISCOVERIES.

WE'RE IN A NEW AGE, FATHER.

ONE IN WHICH KNOWLEDGE IS POWER.

I WANT YOUR KNOWLEDGE.

WE'RE *OUT* OF HERE. I'VE GOT A SHOT AT THE WINDOW.

NO. SHE'S MY *DAUGHTER*, I WILL NOT RUN AWAY FROM HER...NOT AGAIN.

SEWARD, I RESPECT YOU MORE THAN YOU'LL EVER KNOW, BUT...

...THIS IS MY CALL!

KRASH

HOLD ON TIGHT...

...THINGS ARE GOING TO BE A LITTLE BUMPY FOR A FEW SECONDS.

BUT NOT TO WORRY... I'VE GOT IT ALL UNDER CONTROL.

I HOPE.

MEANWHILE...

PETER..?

Oh, YEAH.

WELL... I HOPE HE'S HAVING *FUN.*

MEANWHILE...

I HAVEN'T FELT THIS GOOD IN FOREVER!

THIS IS THE *LIFE!*

A GORGEOUS WIFE WAITING FOR ME AT HOME...

...WHILE I HAVE A RELAXING NIGHT ON THE TOWN.

"EVEN HAD TIME TO MAKE A QUICK STOP BY THE BANK TO TAKE CARE OF BUSINESS."

THE WOMAN SAID THERE WERE THREE OF THEM TRYING TO RIP HER OFF AT THE CASH MACHINE.

...SHE TURNED TO FACE THE MACHINE... TO WITHDRAW SOME MONEY...

...THE NEXT SHE KNEW THIS ONE WAS STUCK UP AGAINST THE WALL...

...AND HIS PARTNER WAS HANGING FROM THE STREET LIGHT.

P.D.

"SHE DIDN'T SEE WHAT HAPPENED TO THE THIRD GUY. GUESS HE GOT AWAY."

I DON'T CARE WHO, OR *WHAT*, I AM...

THIS IS WHAT I WAS MEANT TO DO!

THAT I KNOW FOR SURE.

WHAT'S THIS?

PERHAPS THE FEARLESS BOYS IN BLUE WOULDN'T MIND A HAND FROM THEIR FRIENDLY NEIGHBORHOOD SPIDER --

WHAT THE --?

SPIDER SENSES ARE GOING WILD.

SOME-THING BIG IS GOING DOWN.

AND SUDDENLY, ALL I CAN THINK OF IS *BEN!*

WHY IS THAT?

AT THAT MOMENT...

HOPE YOU DON'T HAVE A PROBLEM WITH HEIGHTS, SEWARD...

...BUT, PROPORTIONATE STRENGTH OF A SPIDER NOTWITHSTANDING, I'VE GOT TO TAKE A BREATHER WHILE I FIGURE OUT IF WE LOST DOC OCK.

AND SPEAKING OF YOUR DARLING LITTLE GIRL...

WHAT IS HER PROBLEM?

BEN, THIS MAY SOUND CLICHE, BUT...

...I DON'T THINK *THIS* IS THE TIME OR PLACE TO DISCUSS MY FAMILY HISTORY.

JUST TRYING TO MAKE SOME CONVERS-- AAAAY!

HOLD ON TO YOUR LUNCH, SEWARD...

...MY SPIDER-SENSE TELLS ME YOU MAY BE RIGHT.

I THINK THE DAUGHTER FROM HELL IS ON OUR TAILS!

WHOOSH

NO OFFENSE, BUT YOUR DAUGHTER HAS GOT A SERIOUS ATTITUDE PROBLEM.

BEN, WHAT'S WITH ALL THE WISECRACKS? I'VE NEVER HEARD YOU LIKE THIS BEFORE.

GUESS I'M JUST TRYING TO PICK UP MY LIFE WHERE I LOST IT FIVE YEARS AGO.

SORRY.

HELLO THERE.

SCARLET... IS THAT THE NAME? I'VE GOT TO TELL YOU... YOU ARE GOOD! BETTER THAN I THOUGHT YOU'D BE.

AND YOU FILL OUT THOSE TIGHTS *REAL* NICE!

BUT YOU'RE STARTING TO ANNOY ME.

SEWARD... *GO!*

I'LL KEEP HER BUSY FOR A WHILE! I THINK SHE *LIKES* ME!

PLEASE, BEN... TRY NOT TO HURT HER.

I... YEAH... WELL, I'LL TRY, BUT...

...SHE'S NOT GIVING ME A LOT OF OPTIONS HERE.

STINGERS CAN'T PENETRATE HER FORCE FIELD.

LIKE I SAID, YOU'RE CUTE...

...BUT OBVIOUSLY NOT TOO *SMART!*

YOU'RE NOT GOING TO KEEP ME FROM MY FATHER.

YOU INTERFERED ONCE*...

...IT'S NOT GOING TO HAPPEN AGAIN.

I'VE GOT BIG PLANS AND YOU ARE SIMPLY AN OBSTACLE THAT NEEDS TO BE REMOVED!

PLANS, HUH? FEEL LIKE FILLING ME IN?

LAST ISSUE Bob

BOY! YOU MUST WATCH TOO MUCH TELEVISION! YOU THINK JUST BECAUSE I'M ABOUT TO *KILL* YOU I'M GOING TO TELL YOU EVERYTHING?

GROW UP!

WHAT..? WHO ARE --

THE NAME IS *SPIDER-MAN!* MAYBE YOU'VE HEARD OF ME?

I'M THE GUY WHO DOESN'T TAKE KINDLY TO PEOPLE IMPERSONATING A PAST ENEMY OF MINE AND THEN TRYING TO KILL A FRIEND!

YOU'RE AN EASY MAN TO FIND. SIMPLY HAVE TO FOLLOW THE COP CARS... AND THERE YOU ARE!

SEWARD'S IN POLICE CUSTODY... I TOLD THEM YOU AND I WOULD HANDLE THINGS HERE.

SO WHAT'S THE *PLAN?*

GOOD PLAN!

I WAS THINKING MAYBE... STAYING ALIVE?

GOT BEN CLEAR, BUT HER TENTACLES ARE STRIKING IN A HIGH-SPEED RANDOM PATTERN. I'M NOT GOING TO BE ABLE TO AVOID THEM FOR LONG --

UGH!

HEAD IS SPINNING... BLACKING OUT...

HOLPH!

WHERE DO YOU THINK *YOU'RE* GOING?

NOT SO FAST, SPIDER-MAN --

-- I'M NOT THROUGH WITH YOU YET!

LET HIM *GO!*

CARE TO *REPHRASE* THAT?

I MEAN...

FORGET IT. HERE'S THE DEAL. MY FATHER FOR YOUR TWIN HERE.

GOT TO GET THROUGH HER FORCE FIELD! *SHE'S* MOVING WITHIN IT... THERE'S GOT TO BE A WAY *THROUGH* IT!

NOW... NOW! DON'T TAKE TOO LONG... OR I MIGHT JUST SNAP HIS NECK BY ACCIDENT!

WON'T BARGAIN WITH HER, BUT...

" I'VE GOT TO FIND A WAY TO SAVE PETER!"

STILL TOO WEAK FROM THE BLOW TO MY HEAD... TENTACLES ARE SO *TIGHT*...

CAN'T... BREATHE.

NOT GOING TO GIVE UP...NOT GOING TO DIE.

WHAT WILL HAPPEN TO MARY JANE AND THE BABY?

TOO MUCH TO LIVE FOR.

GOT TO FIGHT!

GOT TO LIVE!

SHE'S NOT GOING TO GIVE ME ANY TIME TO THINK... GOT TO DO SOMETHING... *NOW!*

AREN'T YOU FORGETTING SOMETHING? LIKE MY TENTACLES?

YOUR TENTACLES?

THWIP THWIP

YES! YOUR TENTACLES!

YOU THINK YOUR WEBBING IS GOING TO STOP ME? DOES IT LOOK LIKE I DIDN'T LEARN FROM MY PREDECESSOR'S MISTAKES?

THESE ARE STATE-OF-THE-ART MECHANICAL CONSTRUCTS. YOUR WEBBING ISN'T STRONG ENOUGH.

WHAT? IT'S MOVING UP THE TENTACLE?

WHAT ARE YOU DOING?

WHAT'S HAPPENING?

IN CASE YOU HADN'T NOTICED, THAT AIN'T YOUR *RUN-OF-THE-MILL* WEBBING!

I CALL IT ***IMPACT WEBBING***. IT LIKES TO MOVE ALONG ON IMPACT AND SEEK THE PATH OF *LEAST RESISTANCE*.

SO, YOU FIGURED MY FORCE FIELD COULD BE PENETRATED ALONG ONE OF MY TENTACLES? *SLOW AND SURE*, huh?

NOT ONLY CUTE, BUT ***BRIGHT*** AS WELL!

BRIGHT ENOUGH.

OKAY, BRIGHT BOY. LET'S SEE HOW ***QUICK*** YOU ARE!

EARLIER YOU TOLD ME TO LET GO OF ***HIM***...

...***NOW*** I'LL OBLIGE!

GOT TO PUSH-OFF HARD!

SO THE EXTRA MOMENTUM ALLOWS ME --

-- TO CATCH UP --

-- AND CATCH HIM!

HOLD ON... YOU GOT THE LAST ONE... *THIS* SAVE IS ON *ME!*

YOU KNOW SHE'S GETTING AWAY...

I'LL LEARN TO LIVE WITH IT...

...FOR NOW.

YOU'RE GOING TO GO AFTER HER... AREN'T YOU, BEN?

I'VE GOT TO, SEWARD, BUT, I WON'T HURT HER... I SWEAR!

I KNOW, KID, AND I APPRECIATE IT.

ARE YOU OKAY?

I COULD'VE DIED... I COULD'VE *DIED*.

MY BABY WOULD'VE BEEN BORN... WITHOUT A FATHER!

I... I'VE GOT TO SEE MARY JANE.

I'VE GOT A DECISION TO MAKE.

TO BE CONCLUDED IN SPECTACULAR SPIDER-MAN #229 -- A GIANT-SIZED EPIC THAT MARKS THE END OF AN ERA AND THE BEGINNING OF A NEW ONE!

#1

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SECOND AVENUE. Oh, GOOD. *PLEASE* HIT ME OVER THE HEAD.

EVERYWHERE I LOOK, *REMINDERS*...

...AS IF THERE WERE *ANY* CHANCE OF *FORGETTING* FOR *TWO SECONDS THIS* WEEK'S LITTLE ROCK MY WORLD.

THAT THE *SCARLET SPIDER* IS THE *REAL* PETER PARKER, AND *I'M* JUST...

...JUST...

...*WHO?*

THIS STORY TAKES PLACE *PRIOR* TO THE EVENTS OF *SPECTACULAR SPIDER-MAN* #229 AND *X-FORCE* #49.--TOM

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WHO.

THE TEARS OF A *CLONE*. *ENOUGH*, ALREADY. *SCARLET* AND I HAVE A LOT TO *SORT OUT* --

-- ONCE I MAKE MY *LAST RUN* AT THE *OLD DAILY* BUGLE...

"I'M A *SUBB-STI-TUUTE* FOR ANOTHER *GUYY* --"

LIKE I *SAID*... REMINDERS *EVERYWHERE*. MAN I USED TO LOVE THAT SONG BACK IN THE *SOLO* DAYS.

Y'KNOW... WHEN I COULD LOOK AT MY *OWN REFLECTION*...

...AND BELIEVE IT *WAS* MY OWN...

Ah, THE ARACHNID *LEAVES*. THE WAY HE WAS *STARING* I THOUGHT THE BRUTE MIGHT BURST RIGHT *IN*.

-SIGH- GIVEN THE CONTEMPORARY PREPONDERANCE OF GAUDY *DANDIES* WHO LEAP, FLY AND SLITHER UP *WALLS*...

...I SUPPOSE THE LEAST I SHOULD DO IS HAVE THE *WINDOWS* TINTED...

YOU'RE *SKITTISH*, SHINOBI... AS *ALWAYS*. WHY WOULD *SPIDER-MAN* GIVE A TOSS ABOUT THE *HELLFIRE CLUB*?

HE'S CERTAINLY NOT... *OUR* KIND OF PEOPLE.

ALL THE MORE REASON TO DEFLECT HIS *ATTENTION*, TESSA.

THWAM

AND SINCE *WHEN* DID *YOU* BECOME AN *AUTHORITY* ON DEFLECTING *ATTENTION?*

BENEDICT KINE! DON'T YOU *KNOCK?*

GENTLEMEN... SOME *PROTECTION,* PLEASE..?

CHK-CHK

CHK-CHK

Oh, *DO* DISPENSE WITH THE SHOW OF *FORCE,* YOUNG MAN. *YOU* MAY BE THE CLUB'S *WHITE KING...*

...BUT I CARRY MY SHARE OF *INFLUENCE* AS *WELL.*

TWITCH.

HURGH

GHUHH

SO *TELL* ME... DID *YOUR* LIMITED ATTENTION EXTEND TO THIS MORNING'S *BUGLE?*

WHY? DID THEY PUBLISH YOUR *PERSONALS* AD?

THIS *ISN'T FUNNY,* SHAW. WE'RE IN *TROUBLE.*

SPECIAL REPORT: BEHIND THE HELLFIRE.. RICH CLUB'S SHADY DEALS

"AN *EXPOSE BY J. JONAH JAMESON."* WHAT OF IT? IT WILL BLOW OVER. THINGS LIKE *THIS* ALWAYS DO.

PRECISELY YOUR RESPONSE WHEN THE *LEGACY VIRUS* REIGNITED THE WORLD'S *ANTI-MUTANT* HYSTERIA!

JAMESON MUST BE *DEALT* WITH! *THIS* IS A *GENUINE THREAT,* SHAW!

NOT LIKE THOSE *X-MEN* YOU ARE SO *POINTLESSLY OBSESSED* WITH!

YOU DON'T *SAY.*

CALM YOURSELF, BENEDICT. THE *HELLFIRE CLUB* WILL SURVIVE BEST AS IT *ALWAYS HAS* -- THROUGH *SUBTLETY* AND *GUILE!*

THESE ARE *NOT* THE GOOD *OLD DAYS*, SHAW!

MODERN *TECHNOLOGY* HAS GRANTED HOMO SAPIENS POWERS TO RIVAL OUR *OWN!*

SECRECY NEEDN'T MEAN WE FAIL TO *STRIKE* AT OUR ENEMIES -- *FIRMLY* AND *DIRECTLY!*

SKZZL

TEDIOUS THEATRICS, KINE! THANKS TO MY MUTANT ABILITY, *ABILITY*, YOU CAN'T TOUCH ME... ANY MORE THAN THE *WORLD OUTSIDE* CAN TOUCH *US!*

MEN OF *INFLUENCE* LIKE *JAMESON* ARE POTENTIALLY *USEFUL!* THEY ARE TO BE *MOLDED*... NOT *DESTROYED!*

THAT'S YOUR *ANSWER* TO THIS?

THAT IS MY *RULING*. I AM *STILL* THE *LEADER*... AND *YOU* ARE A *FOOL!*

SAID THE *POT* TO THE *KETTLE*...

THEN YOU LEAVE ME NO *CHOICE* --

-- BUT TO INVOKE --

--THE RITE OF *CHALLENGE!*

-:SIGH:-

VERY WELL. TESSA, CALL IN THE *KNIGHTS*.

YOU'RE *JOKING*.

HARDLY. PUT OUT A *TELEPATHIC SUMMONS*. *NOW*.

KNIGHTS? WHAT ARE YOU *UP* TO?

REMEMBER, KINE -- ACCORDING TO THE *RITE*, THE *CHALLENGED* PARTY *DESIGNS* THE DUEL.

YOU WANT JAMESON *DEAD*? MAKE IT *HAPPEN*.

SEND YOUR OVERBEARING, OSTENTATIOUS *WHITE KNIGHTS* TO COLLECT HIS WASHBRUSH *HEAD* --

-- WHILE MY SILENT, SHADOWY *EBON* KNIGHTS OPPOSE THEM.

JAMESON'S *LIFE* OR *DEATH* WILL DETERMINE THE *OUTCOME* OF THE DUEL...

...AND THE *NEXT* LEADER OF THE *HELLFIRE CLUB*!

FAASH

THEY'RE IDENTICAL.

SLRPP

THEY ARE NOT! COME ON! THE DIFFERENCE IS OBVIOUS!

mmm-HMMM.

LOOK, THE ANGLE'S SLIGHTLY DIFFERENT... ONE'S CROPPED CLOSER, THE OTHER --

WAIT. WHY AM I ARGUING WITH YOU?

JAMESON HIMSELF ALREADY APPROVED BOTH SHOTS! SO CAN I PLEASE HAVE MY CHECK?

SIGN FOR IT...

BUGLE PAYROLL

Oh, FOR --

...AND GIMME TWO FORMS OF I.D.

I -- I CAN'T! I LEFT MY WALLET AT HOME!

SOR-RY! NO I.D, NO C.O.D!

BUT... BUT I'VE BEEN SELLING TO THE BUGLE FOR YEARS! EVERYONE KNOWS ME: I'M PETER PARKER!

I DON'T HAVE TIME FOR THIS.

MAKE TIME.

FINE. YOU WANT YOUR MONEY?

WAK

CAN YOU PROVE IT?

NO. NO, I CAN'T.

TOO BAD. SO SAD. NEW RULES. COME BACK MONDAY...

...WITH SOME I.D!

THWIP

AND HAVE A NICE WEEKEND!

HEH!

GUESS I SHOWED HIM! WHAT A--

?

"CAN I PROVE IT..."

YOU WANT A RUNDOWN OF *EVIDENCE*, LADY? FINE. HOWSABOUT WE SPLASH *THIS* ON THE FRONT PAGE.

HEADLINE: *JACKAL CLONES SPIDER-MAN.*

SUBHEAD: YEARS *LATER*, CLONE *RETURNS* AS "*SCARLET SPIDER.*"

SECOND SUBHEAD: MIX-UP *REVEALED* -- *SCARLET* IS *GENUINE*, SPIDER-MAN IS THE *CLONE*.

"PHOTO CAP:

"SPIDER-MAN *DEVASTATED.*"

Ohhhh... YOU STUPID, CHEAP *MACHINE..!*

PROBLEM, MISS --?

I'VE NEVER *SEEN* SUCH *SHODDY* COPIES!

Oh, TURN *AROUND*...

CAN YOU *HELP* ME?

SURE. I'M A *GENIUS RESEARCH CHEMIST*. WHY *NOT* SPEND THE REST OF THE *AFTERNOON* TINKERING WITH A *COPIER?* I HAVE *BRAINS!* I SHOULD HAVE SPENT THEM UNRAVELING THE *GREAT MYSTERIES*... RACKING UP *AWARDS!*

INSTEAD, I DEVOTED *MY* YEARS PLODDING THROUGH THE *REAL* PARKER'S *PETTY PROBLEMS*... THE FRUSTATIONS AND VEXATIONS AND ESPECIALLY, *ESPECIALLY*, THE DEALINGS WITH --

PARKERRRR!

-- Mr. WARMTH.

YOU *BELLOWED*, JONAH?

DON'T GET *SMART*, PARKER! YOU SHOULD BE *THANKING* ME! YOU'VE GOT A *CLASSIC PHOTO-OPPORTUNITY* HERE --

-- AND I'VE GOT THE CHANCE TO PROMOTE THE BUGLE'S DASHING NEW *VENDOR-DISPLAYS* WITH A LOW-COST *NEWS PHOTO!*

"LOW COST"?

75c

DAILY BUGLE

NO *CRACKS*, PARKER! I PAY YOU *TOP RATE!*

IN *BUFFALO NICKELS.*

SAY *CHEESE-BALL*, JONAH...

YEESH! WHAT A *PERFECT* EXAMPLE.

MY *SPIDER-SENSE* IS KICKING IN LIKE *CRAZY* --

-- BUT *WHY?* THERE'S NO DANGER HERE IN THE *CITY ROOM*...

IF I'D HAD MY *OWN* LIFE, I WOULDN'T EVEN *KNOW* YOU, YOU TYRANNICAL, GREEDY TWO-FACED --

-- *WHOA.*

FAASH!

YET.

FAASH!!

J. JONAH JAMESON -- WE HAVE COME FOR YOU!

GIVE YOURSELF UP -- DOG...

CLANG

THWIP

...AND PERHAPS WE WILL SPARE THE LIVES OF YOUR LACKEYS, DRONES AND --

THEY TELEPORTED IN--!

?

NEARBY, THE X-MEN KNOWN AS CYCLOPS AND PHOENIX...

HOLD UP, HON. WOULDN'T BE A MANHATTAN NIGHT WITHOUT A FRANK!

...ALONG WITH PSYLOCKE...

...ARCHANGEL...

YOU EAT THAT I'M REMARRYING THE MINUTE IT KILLS YOU.

DISGUSTING!

HANK! SLOW DOWN!

...AND THE BEAST...

AND MISS THE CURTAIN?

MAKE HASTE, CHUMS! MUSTN'T BE TARDY FOR THE THEATRICAL EXPERIENCE OF THE EPOCH!

...TOGETHER BRAVE THE THEATER DISTRICT'S CURTAIN-TIME CRUSH OF HOMO-SAPIENS!

Oh, IT WILL BE WORTH IT! LETTER-MAN CRACKS ME UP EVERY TIME!

"LETTER-MAN?"

THE "EXPERIENCE" HAD BETTER BE WORTH ENDURING THIS MOB, HANK!

I DON'T TAKE LIGHTLY TO THE STENCH OF BOILED PIG SNOUTS!

HONEY, HIS THEATER'S THREE BLOCKS IN THE OTHER DIRECTION!

WHAT? BUT HANK SAID HE HAD THE HOTTEST TICKETS ON BROADWAY, DIDN'T --

-- HE -- ?

...YOU DO.

TRUST ME! "DOGS" IS THE LONGEST-RUNNING ATROCITY SINCE THE HUNDRED YEARS WAR!

DOGS

ONWARD, GROUP! ANY BOOR CAN LAUGH AT DAVE! WE'RE MADE OF MORE ESOTERIC STUFF!

HANK... YOU CAN'T MEAN...

IT'LL BE A SCREAM!

JAMESON!

SHOW YOURSELF! FACE YOUR DEATH NOBLY!

KNK

NO.

SO THERE YOU ARE!

WHAT SORT OF OAF HIDES BEHIND --

-- HIS OWN IMAGE?

KNK

AAH!

WHAT --?

THWIP

GET LOST, FAUNTLEROY!

TERRORIZING JONAH IS MY EXCLUSIVE PRIVILEGE!

IF YOU MUST COPY ME --

-- AT LEAST FIND YOUR OWN LYING SKINFLINT!

THWIP

SPIDER-MAN! I SHOULD HAVE KNOWN!

WHAT'S YOUR STAKE IN ALL THIS?

Oh, LET IT GO, JONAH!

FAASHH

HEY! BYRON! WHAT'S THE IDEA?

KZAKK

DON'T RUN OUT ON ME! I WASN'T FINISHED WEBBING YOU UP!

YOW!

ON SECOND THOUGHT, IF YOU REALLY HAVE TO BE SOMEWHERE...

FAASH!

FAASH

Oh, BOY.

HINT AROUND THEY SHOULD *LEAVE*, THEY INVITE THE WHOLE *BLOCK* OVER...

NOW OUR LITTLE GAME GROWS *INTERESTING.*

INDEED... *IF* YOU'RE STIMULATED BY *NEEDLESS PYROTECHNICS.*

SHAW, DOES *EVERY* ACTIVITY BORE YOU? IS *THAT* WHY YOU NEVER *DO* ANYTHING BUT SIP *COGNAC?*

BECAUSE *ACTIVELY DEFENDING* OUR WAY OF LIFE WOULD BE SIMPLY TOO *DULL?*

BENEDICT, IF MY SUBTLE APPROACH LIES BEYOND THE RANGE OF YOUR SENSES...

...THEN YOU'RE THE *DULL* ONE.

AND *THAT* IS WHY I WILL *NEVER* ALLOW YOUR SWEATY HANDS TO SMUDGE THE RUDDER OF THE GOOD SHIP *HELLFIRE...*

...WHAT-EVER I MUST DO.

I'LL FIND A *CHILD*. ONE *SPECIAL* CHILD TO LOVE ME *TRUE*... AND... MAKE... ME... CRY...

RUFF

FIDO

AAARooOO

Oh MY STARS AND GARTERS!

THIS IS *PHENOMENAL!* I'VE SEEN *PARAMECIA* ON SLIDES WITH MORE STAGE PRESENCE THAN *THIS* BUNCH!

AS DID *WE*... BUT I WOULDN'T *ADMIT* IT OUT *LOUD*...

THEN GO WATCH *THEM*, YOUNG MAN! THE *REST* OF US PAID *GOOD MONEY* TO HEAR *THIS* PERFORMANCE!

NGAAH!

SCOTT --!

I-- FEEL IT *TOO*, JEAN --

-- A PSYCHIC *HOWL* --

KEEP IT *DOWN!*

-:NGGHH:-

-:PSST: *FABULOUS*, PRINCESS! KEEP UP THE *CATERWAULING* AND WE CAN *ALL* GO HOME EARLY!

AAHH!

WHAT-EVER IT IS --

-:GASP:-

-- IT'S AFFECTING ONLY *US!*

COME *ON!* CLEAR *OUT!*

BLOODY *TOURISTS!* THEY ALL THINK THEY'RE *CLIVE*-BLOODY-*BARNES!*

AARRH! THE NOISE!

LIKE A SPIKE THROUGH MY SKULL!

MY BRAIN -:nnNNH:- WANTS TO EXPLODE!

TWO FOR THE WEDNESDAY MATINEE, PLEASE...

Uhh... HONEY...

Oh. NEVER MIND.

THE PAIN EASES OVER THIS WAY -- AS IF SOMEONE'S TRYING TO HERD US SOUTH!

DROP YOUR DISGUISES! WE'D BETTER MOVE FAST!

DONE.

I'M DEFINITELY SENSING AN EXTERNAL FORCE -- LIKE A PSIONIC BEACON!

I FEEL IT TOO, PSYLOCKE --

DAILY BUGLE

-- AND IT SEEMS TO BE LEADING US STRAIGHT TO THAT SKYSCRAPER AHEAD!

THE DAILY BUGLE? WHAT COULD POSSIBLY BE TRANSPIRING AT THAT RAG THAT'S OF INTEREST TO US?

WHOK

ALL RIGHT! *ALL RIGHT!* IF NOBODY WANTS TO CALL IT A *NIGHT*, I GUESS WE'LL JUST *STAY OVER*. I'LL TAKE THE *PENTHOUSE*...

...AND *YOU* CAN CRASH *RIGHT HERE!*

JAMESON! PREPARE TO DIE!

-- NO --

HEY! I *SAID* IT'S *SLEEPY-TIME!* QUIT LOOKING --

-- AROUND.

HEY! COME *BACK* HERE!

FAASH

KZAKK

WAIT! I -- I *DEMAND* TO KNOW WHERE WE'RE *GOING!*

WE?!

AAHHHH!

Awww, JEEZ! TAKE MY EYES OFF HIM FOR A *MINUTE*...

FALL SLOW, JONAH! I'M RIGHT BEHIND YOU!

AND IF I'M NOT IN *TIME*, TRY AND LAND ON YOUR *HEAD!!*

" --AND MY *SIDE* HAS ALREADY WON!"

YAAAAAA

YAAAA

Uh-oh -- *SPIDER-SENSE* AGAIN -- BUT NO *TIME* TO CHECK IT OUT BEFORE --

UNNNNHH!

KZOKK

DO NOT *FLATTER* YOURSELF, SPIDER-MAN! YOU ARE NOT A PLAYER IN THIS GAME --

KZOKK

BOINK

--AAAHHHRR!

THANKYOU THANKYOUTHANKYOU THANKYOUTHANKYOU THANKYOU

PLEASE, SIR! *SHARE* YOUR GRATITUDE WITH THE BREATHTAKING *REDHEAD* WHO PSIONICALLY *DETECTED* YOUR PLIGHT...

...AND THE GENTLE-MAN IN THE *RUBY SHADES* WHO *EXPEDITED* YOUR RESCUE WITH AN *OPTIC BLAST* TO A STUBBORN ELEVATOR *DOOR!*

OF COURSE, NONE OF THIS WOULD HAVE BEEN *POSSIBLE* IF YOU HADN'T BEEN PITCHED DOWN THE *SHAFT*. WHO MAY WE CREDIT WITH *THAT?*

-:SPUT:-

A BUNCH OF *FREAKS*, THAT'S WHO! COSTUMED, SUPER-POWERED *FREAKS!*

THAT'S NO SURPRISE. *SOME* POWERFUL AGENCY HAD TO BE BEHIND THE *MIND-BLAST* THAT DREW US HERE.

THEN WON'T *THEY* BE SURPRISED WHEN WE GET THE DROP ON *THEM*...

AAAHH!

WHAT --?

THEY'VE GOT JAMESON!

JEAN! HOW COULD YOU LET THEM SNEAK UP ON US LIKE THAT?

I SENSED NO MENTAL ACTIVITY WHATSOEVER -- WHICH CAN ONLY MEAN --

I KNOW PRECISELY WHAT IT MEANS!

FEH FEHEH FEH FEHEH

IT MEANS WE'RE FREE TO DEFEND OURSELVES AGAINST THEM THROUGH WHATEVER MEANS NECESS --

NO, MUTANT! THE EBON KNIGHTS ARE OUR PREY!

FAASH!

THE WHITE KNIGHTS HUNGER FOR THEIR DARKNESS -- AND TAKE IT!

GHAAAA

HE'S --

IT'S --

-- DEAD!

AND SO, SIR... ARE YOU!

NO! LET GO OF --

FLASH

FCHK FCHEK FCHK FCHK

THEY'RE GETTING *AWAY!* THE ONE HOLDING *JAMESON* IS *GONE* -- BUT I CAN STOP HIS *PARTNER!*

BLAST IT! TOO *LATE!*

HAL-LOOO!

ANYBODY SEEN A BIG-MOUTHED, FLAT-HEADED --

-- HUH. *AGAIN* WITH THE *SPIDER-SENSE.* WHAT *NOW?*

Oh.

EASY, SPIDER-MAN. THOSE BLADES WEREN'T MEANT FOR *YOU.*

WELL, *THAT'S* A FIRST...

TELEKINESIS? HEY... YOU'RE *MARVEL GIRL!*

COME ON. YOU'RE MORE UP-TO-DATE THAN *THAT.*

YOU'D BE *SURPRISED.*

SO... ANYBODY SEE A *SMUDGE* ON THE FLOOR THAT USED TO BE J. JONAH JAMESON?

HE'S BEEN *ABDUCTED*, SPIDER-MAN -- BY ONE OF *THESE* CREATURES! THEY CALL THEMSELVES THE *KNIGHTS!*

YEESH. I'D GO WITH "KNIGHT-*KABOB*," MYSELF.

THIS *YOUR* WORK?

SHED NO TEARS. JEAN'S *PSI-SCAN* TOLD US THEY WERE *CYBERNETIC*.

NOT *REAL* PEOPLE.

JUST *COPIES*.

WELL? YOU GONNA HELP ME ROUND UP *JAMESON*? OR DOESN'T HE PASS YOUR LITTLE *HUMANITY TEST*?

AND WHAT'S *THAT* SUPPOSED TO MEAN?

DON'T ASK *ME*. COME *ON*.

I FEEL THAT SAME *TUGGING* THAT PULLED US FROM THE *THEATER*...

NYAGH!

WHAT? WHAT?

WAS IT SOMETHING I SAID?

-:SIGH:-

THE X-MEN?

I SHOULD HAVE *GUESSED* YOU'D *CHEAT* -- AND IN SUCH A TYPICALLY *UNINSPIRED* FASHION! BUT NO *MATTER*...

...I HAVE *ALREADY WON!* JAMESON IS *MINE!*

FASH

KINE, IN THIS SHADOWY WORLD OF *CLOAK* AND *DAGGER*, YOU ARE *PLAID PANTS* AND A *TUBA*.

YOUR COMIC STUMBLING WILL SURELY *DOOM* ANY LUCKLESS ORGANIZATION YOU TAKE IT UPON YOURSELF TO LEAD. WITH THAT IN *MIND* --

"-- I DECLINE TO CONCEDE."

OF COURSE. WHERE ELSE WOULD WE HAVE BEEN PULLED BUT THE HELLFIRE CLUB?

SEEMS WE'RE BEING PRODDED INTO ONE OF SHINOBI SHAW'S INFURIATING GAMES.

GAMES?

...AND SHAW -- AS ALWAYS -- FANCIES HIMSELF THE KING.

AS IN CHESS. JAMESON IS A PAWN... THE SIMULACRA WHO NABBED HIM ARE THE KNIGHTS...

SO WHAT ARE WE? POGS?

SPIDER-MAN, WAIT!

JEAN..?

I'M ON IT, SCOTT.

AWWP!

WHAT'S THE BIG IDEA?

WE HAVE TO BE CAREFUL, SPIDER-MAN. THINGS ARE BAD ENOUGH FOR MUTANTS AS IT IS.

IF WE EXPOSE THE HELLFIRE CLUB PUBLICLY, IT COULD SET THE CAUSE OF HUMAN-MUTANT RELATIONS BACK TO EVEN A DARKER AGE.

EXPLAIN THAT TO JAMESON! ONCE WE RESCUE HIM, HE'LL PRINT EVERYTHING!

WE'LL CROSS THAT BRIDGE WHEN WE COME TO IT.

I'M NOT SURE I LIKE THE SOUND OF THAT...

I WIN, SHAW! JAMESON IS WITH MY KNIGHT --

-- AND THE HELLFIRE CLUB AT LAST HAS A LEADER WHO WILL DEFEND ITS INTERESTS!

WHY SO SILENT, SHAW? I DON'T HEAR YOU BRAGGING ABOUT THE SUPERIORITY OF SUBTLETY AND --

-- GUILE?!

SWOOSH

NO!

I HATE TO SAY IT, Mr. KINE, BUT I AM BEGINNING TO DOUBT YOUR QUALIFICATIONS FOR MEMBERSHIP, LET ALONE LEADERSHIP.

I'D ALWAYS PEGGED YOU AS A MAN OF BREEDING...

...UNTIL YOU PERFORMED THAT PREMATURE VICTORY DANCE, LIKE A BEER-SODDEN GARAGE MECHANIC ON SUPER BOWL SUNDAY.

BUT I WON! YOUR EBON KNIGHT STOLE MY PRIZE!

THUNK

HARDLY. THE CONTEST ISN'T YET --

SHRAKK

-- OVER.

WHAT-EVER YOUR TWISTED GAME IS, SHAW... IT ENDS *HERE* AND NOW.

I *DUNNO*, CYKE! LOOKS LIKE THEY'RE HAVING TOO MUCH *FUN* TO QUIT RIGHT *AWAY* --

-- SO MAYBE WE'D BETTER TAKE THE *GAME BALL* --

-- AND GO *HOME!*

THWIP

INTERLOPER.

Y'KNOW, JONAH... IN A *PERFECT* WORLD, YOU'D BE *AWAKE* FOR THIS!

SPIDER-MAN! QUIT *CLOWNING* AND WATCH THAT *KNIGHT!* HE'S --

NEVER *MIND!*

X-MEN! STAND *READY!*

HEYYY!

FIRST, THAT WAS *PERFECTLY* GOOD *WEBBING*, RED-EYE!

SECOND, I DO NOT "CLOWN"! I MERELY CHOOSE TO ENHANCE MY BREATHTAKING *ACROBATIC* DISPLAYS WITH *ENCHANTING REPARTEE!*

Oh, AND *THIRD* -- ARE WE HERE TO PROTECT *JAMESON* OR *NOT?*

DON'T *WORRY*, SPIDER-MAN! *I'VE* GOT HIM!

GOOD *CATCH*, JEANNIE!

NOW, ALLOW *ME* TO KEEP OUR HUMAN *HACKEY-SACK* FROM BECOMING TOO FAT A *TARGET!*

THAT'S *YOUR* STRATEGY? KICK HIM AROUND THE *ROOM?* Y'KNOW, CYKE...

YOU'RE A LOT MORE *FUN* THAN PEOPLE *SAY!*

THANKS.

I *THINK.*

GOT HIM!

-UUNNNHH-

OH, I *PROMISE* YOU... HE WILL NOT WAKE.

KZAAAK

COME ON, BABY... OVER *HERE*... *RIGHT* DOWN THE *MIDDLE*, BAYY-BEEE... COME ON...

NOR WILL YOU!

GENTLY, WARREN! MUSTN'T *ROUSE* HIM!

-HHRRRR-

ALL *RIGHT*, SPIDER-MAN--

KZAAAKK

--HE'S ALL YOUR*RGGHH*!

RELEASE

FEAR

FEAR

FEAR

FEAR

AARH!

SHOOT ME IN THE *BACK*, WILL YOU? *BIG* MISTAKE!

THAT PUTS YOU *RIGHT* IN THE LINE OF FIRE OF MY *WINGBLADES* --

-- AND MAKES *ME* LESS INCLINED TO TAKE *PITY* ON YOUR COWARDLY, MECHANICAL HIDE!

THAT'S TELLIN' HIM, ANGEL! OKAY --WHO'S GOT A *FREE HAND*?

AARH!

CHECK --

-- AND MATE.

FA

SH

KA-KA-KA-KA-KA-KA

I DO.

WHUMP

HOW PATHETIC.

CLOCKWORK THUGS BABBLING CHESS TALK... OLD MEN KICKED ABOUT LIKE FOOTBALLS...

...I'M ALMOST GLAD FATHER NEVER LIVED TO SEE HOW HIS CLUB HAS DEGENERATED!

THUD

FAASH

THAAT'S RIGHT, BRILLO-BROW! COME TO SPIDEY!

AND UNDER THE CIRCUM-STANCES...

...MAY I COMPLIMENT YOU ON KEEPING YOUR LUNCH DOWN!

Urrrrrr...

Uh-oh SPOKE TOO SOON, DID I?

AIM FOR THE RUG, OKAY? I'M DANGEROUSLY LOW ON CLEAN COSTUMES.

SPIDER-MAN! IS JAMESON COMING TO?

REMEMBER WE CANNOT LET HIM KNOW WHERE HE IS!

UNNHHH

THWIP

OKEY-DOKEY!

-SPUTT-

WHO IS THIS? ANSWER ME, YOU $&!$#!

Oh, STOP CRIBBING THE *HALLMARK* CARDS.

HEY, X-MEN! KEEP THE *DEAD POETS' SOCIETY* BUSY WHILE I FIND SOME PLACE TO STASH *JONAH!*

THEY'VE STOPPED DEFENDING *JAMESON!* THEY'RE *ATTACKING US!*

THIS -- THIS ISN'T IN THE GAME!

THEN WE SHALL *SUSPEND* THE GAME -- AND *DESTROY* THE *X-MEN!*

CHOK

CHOK

AAAK

YOU DON'T KNOW? YOU *REALLY DON'T?*

WHY, IT'S *ME* -- THE *SCARLET SPIDER!*

WELL, LOOKEE *HERE!* IF IT ISN'T --

--A *DUMBWAITER!* IF THE SHOE *FITS*... Eh, JOHAN?

-SPUTTERS-

WHO IS THIS? WHO'S DOING THIS TO ME?

HEE HEE HEE.

IT'S NEARLY OVER, SHAW -- AND IVE *BESTED* YOU!

YOUR *SUBTERFUGE* IS *ENDED!* THIS BATTLE WILL BE DECIDED ON *MY* TERMS -- WITH *RAW POWER!*

KZAKK

POWER?

THIS IS *POWER!* MY ABILITY TO MOVE THROUGH LIFE *UNTOUCHED* TRUMPS YOUR LITTLE *NEURAL BLASTS!*

KZAKK

KINE, *KINE*... A MAN WHOSE EYES ARE *SOLELY* ON THE *PRIZE* --

THWOK

-:HNNGG:-

-- CAN TOO *EASILY* BE *BLIND-SIDED.*

WELL *DONE,* SPIDER-MAN.

I SEE. THIS IS SUPPOSED TO BE SOME *METAPHOR* FOR YOUR *LEADERSHIP PHILOSOPHY?*

FINE. YOU CAN'T REMAIN INTANGIBLE *FOREVER.* MY PHILOSOPHY *WINS.*

THANK YOU FOR MAKING MY *POINT.* IN *RETURN,* KNOW THAT I WILL *PACIFY MY* KNIGHT.

HERE'S HOPING *YOU* CAN DO THE *SAME* FOR POOR *KINE'S.*

I...

...

GUYS! GUYS! FORGET THE STEALTH KNIGHT!

CONCEN-TRATE ON KINE'S WACK-A-BOYS!

AND SIDE WITH SHAW? ARE YOU KIDDING?

KZAKK

WHEN IS HE NOT?

CYCLOPS, I KNOW SHAW'S A RATBAG -- BUT I'VE GOT A LINE ON SOME-THING!

TRUST ME!

SLASH

YOU HEARD THE MAN! GO FOR THE WHITE KNIGHTS!

PHILISTINES! THEY WOULD FIND COMMON CAUSE WITH THAT INSUFFERABLE EBON KNIGHT!

THAT'S IT! HIT THEM FAST -- BEFORE THEY CAN TELEPORT --

-- AND PRAY WE HAVEN'T MADE A COLOSSAL MISTAKE!

TOO LATE! THEY'RE 'PORTING!

OKAY... OKAY... NOW IF I'M RIGHT...

FAASH

CYKE! THEIR TELEPORT-PATTERN! REMIND YOU OF ANYTHING?

FAASH

FAASH

FAASH

NOW THAT YOU MENTION IT...

HANK! HIT 'EM HARD!

FAASH

FAASH

VERY WELL... BUT GIVEN THEIR PRE-DILECTION TOWARDS VANISHING, I FAIL TO SEE WHY --

DO IT!

AWRIGHT! AWRIGHT! SHEESH!

THERE THEY GO AGAIN!

PLACES, CYKE!

FAASH

FAASH

HERE THEY COME!

->HUURRK<-

THOKK

->UNNHH<-

ZARK

THEIR 'PORTING FOLLOWED THE PATTERN OF A *KNIGHT'S CHESS MOVE*. GOOD *EYE*. DIDN'T KNOW YOU *PLAYED*.

YOU SHOULD SEE ME AT *TWISTER*.

LET'S MOVE ON, SHAW... AND LEAVE *KINE* TO THE RIFFRAFF.

A *CAPITAL* IDEA, TESSA.

THOOM

WRITHE IN AGONY, JEAN GREY.

AAHHH

THE PAIN --!

EEEEEEE

GETTING *AWAY* --?

I DON'T *THINK* SO!

THAT PSYCHIC *SCREAM* AGAIN! CAN YOU *FEEL* IT?

IT CAME FROM *HER*? IN *THAT* CASE --

-- WE OWE HER A LITTLE *BACKLASH*!

TRY TO BE A LITTLE MORE GENEROUS WITH YOUR GRATITUDE, SHAW. WE DON'T APPRECIATE BEING PSIONICALLY HERDED INTO YOUR FIGHT.

YOU PUT US THROUGH CONSIDERABLE PAIN.

ON THE OTHER HAND, HE DID GET US OUT OF "DOGS."

"HERDED"? I HAVEN'T THE FAINTEST IDEA WHAT YOU'RE BABBLING ABOUT...

...NOR HAVE I THE SLIGHTEST INTEREST. FEEL FREE TO TAKE YOUR LEAVE.

?

HE'S TELLING THE TRUTH! I CAN SENSE IT!

IT WASN'T SHAW'S IDEA TO BRING US HERE...

...IT WAS TESSA'S!

IT'S TRUE. I WANTED TO TOPPLE THE GAMEBOARD ALTOGETHER. YOU AND KINE BOTH NEEDED YOUR SWAGGERING MATCH ENDED... FOR THE GOOD OF US ALL.

THAT STINGS TESSA.

I FOUGHT FOR THE CLUB... AND I CEMENTED MY RULE. EVEN MY EXALTED FATHER NEVER BEAT SUCH ODDS.

YOUR FATHER NEVER WOULD HAVE LET THE GAME BEGIN. HE WAS SMARTER... MORE FORMIDABLE. FROM WHAT I CAN SEE...

...YOU'RE JUST A CHEAP COPY.

SOON...

THANK YOU, SPIDER-MAN. YOUR *HELP* WAS *INVALUABLE.*

YEAH, WELL... GOTTA GO. BEDTIME FOR *BONZO*. EITHER HIS WIDDLE ADVENTURE TUCKERED HIM *OUT*...

...OR ALL HIS *BLOOD* RUSHED TO HIS *EMPTY HEAD*.

NOT SO *FAST*. WE HAVE TO *TALK*. I TRUSTED *YOU* BACK THERE...

...NOW *YOU* TRUST *ME*. IF WORD GETS *AROUND* THAT THE *HELLFIRE CLUB'S* STAFFED WITH *MUTANTS*, IT'LL DO MORE *HARM* THAN GOOD.

LET US TAKE THEM DOWN *OUR* WAY, ON *OUR CLOCK* -- AND WE CAN DO IT *WITHOUT* STOKING *ANTI-MUTANT PREJUDICE*. I *PROMISE*.

...

ALL RIGHT. YOU KNOW, I ALWAYS BELIEVED THAT WHEN-EVER THE *TRUTH* COMES OUT, EVERYBODY'S BETTER OFF *FOR* IT. BUT *NOWA-DAYS*...

...NOWADAYS, MY BELIEFS ARE STARTING TO FEEL LIKE RATTY OLD *HAND-ME-DOWNS*.

MEANING..?

DON'T *ASK*.

JUST *THANK* YOUR *LUCKY STARS*.

THANK *YOU*, SPIDEY!

YOU'RE *ONE OF A KIND!*

THWIP

THWIP

THWIP

THWIP

-:SNORK:-

POIFECT! A SURE-FIRE CIRCULATION-BUILDER!

I KNOW I'LL BUY TWO COPIES!

NIGHTY-*NIGHT*, JONAH --

--AND GOOD-BYE!

-:SNORRK:-

Uhh...

...WHAT...

AAAH!

I --

-- I --

I'LL *KILL* THAT %*#$% SCARLET SPIDER!

"I ALWAYS BELIEVED THAT WHENEVER THE *TRUTH* COMES OUT...

"...EVERYBODY'S BETTER OFF *FOR* IT.

"BUT *NOWADAYS...*"

SWEET *DREAMS*, JJJ. YOU'VE GIVEN ME SOME OF THE *WORST YEARS* OF MY *LIFE.*

I'M GONNA *MISS* YOU...

KSSSH

MARK WAID &
TOM PEYER - STORY
KEN LASHLEY - PENCILS
VINCE RUSSELL &
AL MILGROM - INKS
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THE SPECTACULAR SPIDER-MAN®

GIANT-SIZED EXTRAVAGANZA!

THE GREATEST RESPONSIBILITY

PART 3 OF 3

THE END OF AN ERA...

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE SPECTACULAR SPIDER-MAN!™

THE STUNNING CONCLUSION TO "THE GREATEST RESPONSIBILITY!"

"NO MORE THE HERO!"

ON A DESPERATE SEARCH TO FIND THE NEW DOCTOR OCTOPUS, A RATHER AMAZING (OR SHOULD WE HAVE SAID SPECTACULAR?) DUO INVADES EVERY UNDERWORLD HAUNT THEY KNOW...

ROSES ARE RED, SPIDERS ARE TWO, ONE COMES IN SCARLET, THE OTHER IN BLUE!

OH, MAA-AN! SOMEBODY OUGHT TO REVOKE YOUR POETIC LICENSE, PAL! WE'RE HERE TO QUESTION THESE CLOWNS!

NOT TORTURE THEM WITH BAD VERSE!

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OMIGOSH! IT'S SPIDER-MAN AND...UH... THAT OTHER GUY!

THAT OTHER GUY--?!

SHEESH!

LISTEN UP, EVERYBODY! WE REALLY HATE TO INTERRUPT YOU WHEN YOU HAVE SO MANY STOLEN CARS TO CHOP UP--

--BUT ME AND...UH...THIS OTHER GUY...ARE ON A LITTLE FACT-FINDING MISSION!

WE DON'T CARE WHAT YOU CREEPS WANT! GET 'EM!

GET 'EM BOTH!

OKAY! HAVE IT YOUR WAY, BUT DON'T SAY WE DIDN'T WARN YOU!

SPWAK

PWOOM

WE'RE NOT LEAVING UNTIL YOU TELL US EVERYTHING YOU'VE EVER HEARD ABOUT DOCTOR OCTOPUS!

WAIT! I DON'T KNOW ANYTHING ABOUT HIM, MAN! HONEST! I THOUGHT HE WAS DEAD!

PLEASE DON'T HIT ME! I DON'T WANT ANY TROUBLE! I GOT A YOUNG WIFE AND A NEW BABY AT HOME!

THIS GUY'S GOT TO BE TELLING THE TRUTH! HE DOESN'T EVEN KNOW THE NEW DOC'S A SHE!

STOP WHINING, YOU COWARD!

YOU KNEW THE RISKS WHEN YOU SIGNED ON!

I AIN'T TAKIN' ANOTHER FALL BECAUSE YOU DON'T HAVE THE GUTS TO LIVE UP TO YOUR RESPONSIBILITIES!

RESPONSIBILITIES?

RESPONSIBILITIES?!

NOW I'VE TRULY HEARD EVERY-THING--!

THIS MAN HAS A WIFE AND BABY...AND HE'S CRITI-CIZED FOR SHIRKING HIS RESPONSIBILITIES TO SOME SECOND-RATE GANG!

KNUDD!

EVERYBODY HAS HIS OWN PRIORITIES, SPIDEY...

TAKE ME, FOR INSTANCE! I'M MORE INTERESTED IN TAGGING THIS GUNMAN!

YOU'RE GOING TO JAIL, MISTER! JAIL!

WHO'S GOING TO TAKE CARE OF THEM?

WHAT'S GOING TO HAPPEN TO YOUR WIFE AND BABY NOW?

I...NEVER THOUGHT ABOUT IT!

THAT'S THE TROUBLE...

YOU DIDN'T THINK!

EASY! HE IS NOT YOUR PROBLEM!

MAYBE NOT, BUT AN INNOCENT WOMAN AND CHILD WILL NOW SUFFER... BECAUSE HE SCREWED UP!

MEANWHILE...

BEAUTIFUL!

YOU'RE LOOKING POSITIVELY *RADIANT*, MRS. PARKER! ROLFE WAS *RIGHT*! YOU WERE THE PERFECT *CHOICE* TO MODEL MY NEW LINE OF HIGH FASHION *MATERNITY WEAR*!

JUST *ONE* MORE, AND...

WE'RE WRAPPED!

AT LAST! MAYBE IT'S BEING PREGNANT, BUT THIS WORK IS MUCH MORE *EXHAUSTING* THAN I REMEMBER!

I CAN HARDLY BREATHE...AND I'M SWEATING UP A STORM!

A MOMENT OF YOUR TIME, MRS. PARKER. I'D LIKE TO TALK TO YOU ABOUT *EXTENDING* YOUR CONTRACT.

I'D LIKE TO MAKE ARRANGEMENTS TO SEND YOU ON A *EUROPEAN TOUR* AS SOON AS THE BABY IS BORN.

I APPRECIATE THE *OFFER*, MR. PRIVITERE...

BUT I INTEND TO TAKE SOME TIME *OFF*...TO SPEND WITH MY BABY!

COME *ON*, MRS. PARKER! IT'S THE *NINETIES*! YOU CAN HAVE IT ALL-- *CAREER* AND *FAMILY*!

I'M EVEN WILLING TO SPRING FOR A FULL-TIME *NANNY*!

I...

I...

:UNNNH!

SOMEONE CALL AN AMBULANCE!

MRS. PARKER HAS *FAINTED*!

YOU FEELING OKAY, PETE?

It's almost funny the way BEN keeps calling me PETE... and I still think of him as BEN REILLY.

YEAH!

I'M JUST FINE.

REASON WHY I ASK...

YOU SEEMED A MIGHT...TESTY...WITH THAT GUY BACK AT THE GARAGE!

TESTY?! I WANTED TO FRACTURE THE JERK!

THE MAN HAS A NEW BABY AT HOME!

WHY DID HE PUT HIMSELF AT RISK BY WORKING IN A CHOP SHOP?

WHERE IS HIS SENSE OF RESPONSIBILITY?!

We know it's a LIE!

He's the REAL Peter Parker.

I'm actually a CLONE--a genetic duplicate--who was artificially grown in a laboratory from his DNA!

Am I feeling OKAY--?!

ARE YOU SURE--

--WE'RE STILL TALKING ABOUT HIM?!

Good question!

MARY JANE--!

WE'RE HOME, HONEY!

MARY JANE--!

THAT'S ODD! SHE SHOULD BE BACK FROM HER PHOTO SHOOT!

RRING!

MAYBE THAT'S HER NOW--!

I'M SO GLAD I COULD *REACH* YOU, MR. PARKER!

YOUR WIFE'S CONDITION IS *CRITICAL!*

MANHATTAN DOCTORS HOSPITAL

HER BLOODSTREAM SEEMS TO HAVE BEEN EXPOSED TO MICROSCOPIC *TRACES OF RADIOACTIVITY!*

THESE TRACES ARE REACTING *ADVERSELY* WITH THE NORMAL HORMONAL CHANGES CAUSED BY HER PREGNANCY!

I CAN'T EVEN BEGIN TO EXPLAIN *HOW* THIS MIGHT HAVE HAPPENED!

I can!

Many years ago, the real Peter Parker was bitten by a *RADIOACTIVE SPIDER.*

It mutated him on a genetic level, affecting his DNA--!

IS SHE...ARE *THEY*... GOING TO BE ALL RIGHT?

WE'LL DO *EVERYTHING* WE CAN, SON!

WE'LL DO EVEN *BETTER* THAN THAT!

DOCTOR! MY NAME IS *SEWARD TRAINER!* I AM A *GENETICIST* WHO HAS CONSULTED WITH MRS. PARKER!

YES...*YES*... MARY JANE FORWARDED A COPY OF YOUR REPORT!

MAY I REVIEW HER MEDICAL CHARTS?

OF COURSE--! I WELCOME YOUR OPINION!

HOPE YOU DON'T MIND I CALLED SEWARD!

YOU KIDDING? I'D DIAL *DOCTOR DOOM* IF I THOUGHT HE'D HELP!

EVERY-THING'S GOING TO BE *FINE*, PETE!

SEWARD WON'T LET YOU DOWN!

I hear the **GUILT** smoldering behind Ben's every word.

But this **isn't** his fault!

It's **MINE!**

ALL MINE!

Maybe I didn't know I was a **CLONE** when I first married MJ--

--But I should have realized that she might be **imperiled** by my irradiated blood!

How many times has Mary Jane been **victimized** because I am Spider-Man?!

How much **more**...must she **SUFFER**?

PETER--!

I AM SORRY TO REPORT THAT YOUR WIFE AND BABY ARE IN GRAVE *DANGER*!

THE SITUATION IS EVEN *WORSE* THAN I ANTICIPATED!

ANTICIPATED? ARE YOU SAYING YOU *KNEW* THIS WOULD HAPPEN--?!

IT WAS ONE OF *SEVERAL* POSSIBILITIES!

WHY DIDN'T YOU *SAY* SOMETHING? WHY DIDN'T YOU *WARN* US?

ALARMING YOU WOULD HAVE SERVED NO PURPOSE!

INSTEAD I SECRETLY PREPARED AN *ANTIDOTE*-

--WHICH WILL BE DELIVERED WITHIN THE HOUR!

DON'T YOU JUST LOVE THE NEW CELLULAR TECHNOLOGIES?!

THEY HAVE REMOVED THE EFFORT FROM EAVESDROPPING!

YOU-WERE-WISE-TO-MONITOR-YOUR-FATHER'S-CALLS, DOCTOR OCTOPUS!

THIS-INFORMATION-MAY-PROVIDE-YOU-WITH-THE-PERFECT-BARGAINING-CHIP...

AS-LONG-AS-YOUR-PERSONAL-RELATIONSHIP-WITH-TRAINER-DOES NOT-CLOUD-YOUR-JUDGEMENT!

IT WAS NECESSARY!

THANKS TO HIS SPECIAL SECURITY PROGRAMS, I HAVEN'T BEEN ABLE TO OPEN MANY OF THE FILES WHICH I RECENTLY DRAINED FROM HIS COMPUTER BANKS--

--AND I MUST HAVE ACCESS TO ALL HIS FILES RELATING TO THE INTERFACE WHICH HE DEVELOPED BETWEEN ORGANIC MATTER AND VIRTUAL REALITY!

WHAT'S THE MATTER?

DON'T YOU TRUST ME?

BINGO!

THAT MESSENGER LEAVING TRAINER'S LAB ...IS THE ONE DOCTOR OCTOPUS SENT US TO INTERCEPT!

WE'LL TAKE THAT CASE, BUDDY!

NO! NO! YOU CAN'T--!

THERE'S A LIFE AT STAKE!

THAT'S RIGHT, PAL! AND IT'LL BE YOURS...IF YOU GIVE US TROUBLE!

SHE LOOKS SO WEAK! SO HELPLESS!

CTORS HOSPITAL

Mary Jane is my LIFE! I love her with every fiber of my being!

When I think of all the GRIEF I've caused her over the years--!

Heck, I even STRUCK her recently!

Sure, I can rationalize that it was an ACCIDENT, that I didn't even realize SHE was standing behind me...

But I hit her!

I hit her!

My entire world turned upside down a few days ago...when I felt my baby's FIRST KICK!

My AUNT MAY once said that there's no greater responsibility in the world than raising a child!

I promise to be more RESPONSIBLE, Mary Jane!

I won't cause you any more HEARTACHE! Any more PAIN!

I promise!

CALM DOWN, BEN! YOU'RE STARTING TO MAKE ME NERVOUS!

GOOD! YOU'LL FIT IN WITH THE REST OF US!

THIS ISN'T *FAIR!* PETER AND MARY JANE HAVE WORKED TOO HARD SETTING UP A LIFE FOR THEM-SELVES!

THEY DON'T DESERVE ANOTHER TRAGEDY!

BZZZZ

IS IT MY IMAGINATION, SEWARD... OR ARE YOU *BUZZING?*

IT'S MY CELLULAR PHONE, WISE GUY! THE MESSENGER PROBABLY NEEDS DIRECTIONS TO--

HELLO, DADDY DEAREST! LISTEN *CLOSELY!* LISTEN *VERY* CLOSELY!

WHAT *IS* IT, SEWARD? SOMETHING'S *WRONG!* I CAN SEE IT IN YOUR FACE!

GET PETER!

THE THREE OF US NEED TO TALK!

THE ANTIDOTE--?! HIJACKED BY THAT NEW LADY *OCTOPUS?!*

SHE'S WILLING TO EXCHANGE IT... *FOR ME!*

IS SHE *CRAZY?* I *CAN'T*... I *WON'T* LET MY WIFE AND BABY *DIE*... BUT... HOW THE HECK AM I SUPPOSED TO SACRIFICE *YOU* TO SAVE *THEM?!*

YOU *CAN'T*...

BUT I CAN!

I'm not sure how to break the NEWS to Mary Jane.

It would be kinder to LIE!

To make up some LAME EXCUSE to explain my absence!

Instead, I come clean...

I OWE her the truth!

WHY DO YOU HAVE TO GO?

CAN'T BEN HANDLE THE TRADE?

PROBABLY!

BUT, CONSIDERING WHAT'S AT STAKE...

I'D NEVER FORGIVE MYSELF IF ANYTHING WENT WRONG!

OH, PETER! I MAY HATE THE FACT THAT YOU'RE OUT RISKING YOUR NECK...BUT I CAN'T FAULT YOUR LOGIC!

GO GET 'EM, TIGER!

KICK MAJOR BUTT!

THE BABY AND I ARE COUNTING ON YOU!

Is it the cool RIVER BREEZE... or something I'd rather not think about...which spikes SHIVERS up my spine?!

Unfortunately..thanks to a rather elaborate security system...she can't OPEN them... without the proper ACCESS CODES.

The new DOCTOR OCTOPUS is actually Trainer's daughter CAROLYN!

She recently broke into Seward's COMPUTER SYSTEM, and downloaded all his FILES!

Codes she'll take in SWAP for the antidote which can save my wife and child!

All Ben and I have to do...is POUNCE on her people...as soon as they PRODUCE the antidote!

Simple, huh?

So why is my heart rattling my chest like a hyperactive PINBALL?

STAND STILL.

WHAT IS THIS--?!

A PRECAUTION. WE HEAR YOU ENJOY THE COMPANY OF INSECTS!

OH, MY! I DO BELIEVE I'VE FOUND AN INFESTATION!

GOOD THING I BROUGHT MY OWN *REPELLENT*!

KZZAK

UHWNGH

W-WHOA! TH-THAT BACKLASH ALMOST TOOK MY HEAD OFF!

SOMETHING'S HAPPENING! THOSE CLOWNS JUST HUSTLED TRAINER INTO THE BACK OF THEIR VAN!

Gotta hand it to Octopus! She must have somehow learned about our **SPIDER-TRACERS** ...and now Ben and I track them by **SPIDER-SENSE**!

I DON'T LIKE THIS ONE BIT!

WHAT ARE THEY *DOING* IN THERE?

THERE'S ONLY ONE WAY TO FIND OUT--!

EMPTY?! WHO ARE WE UP AGAINST-- *DOCTOR OCTOPUS* OR *DAVID COPPERFIELD*?!

TALK ABOUT *DUMB* AND *DUMBER*! WE SHOULD HAVE ANTICIPATED A STUNT LIKE THIS!

IT'S PRETTY OBVIOUS WHY THEY CHOSE THIS PARTICULAR PIER!

YEAH! THEY RIGGED IT IN ADVANCE!

I DON'T SUPPOSE YOU HAVE ANY SCUBA GEAR STUFFED UP YOUR SPANDEX?

NAH!

I MUST HAVE LEFT IT WITH MY SPARE COSTUME!

I HATE IT WHEN THAT HAPPENS!

We keep the patter light and breezy.

Our real emotions could only CRIPPLE us now!

As it so often happens when ACTION is needed...

We IMPROVISE!

IS THAT WATER AS COLD AS IT LOOKS?

NOPE!

COLDER!

Doc Ock's men didn't get much of a HEAD START!

Even without a spider-tracer, it's fairly EASY to hone in on them--!

Funny, the THOUGHTS that drift through a man's mind at a time like this--!

Do I think about my WIFE in the hospital, or our BABY kicking in her womb?

NOPE!

Just a guy I've only seen once. (And, hopefully, will never meet again!)

A guy in a chop shop!

It seems like we surface for air a few dozen times, and then...

Jackpot!

I AM SO PLEASED YOU DROPPED IN FOR A VISIT, PROFESSOR!

EVERY GIRL LIKES TO *SHOW OFF* IN FRONT OF HER FATHER!

WH-WHY ARE YOU *DOING* THIS, CAROLYN? WH-WHAT DO YOU *WANT*?

W-WAS I REALLY SUCH A BAD PARENT?

BAD AS IN *EVIL*--?

HARDLY!

BUT WE'RE NOT HERE TO DISCUSS *OLD WOUNDS*!

NEW WOUNDS --THAT'S THE CURRENT TOPIC!

OR IT *WILL* BE ...IF YOU DON'T GIVE ME YOUR *ACCESS CODES*!

I...I'M FLATTERED... YOU HAVE SUCH AN *INTEREST*...IN MY WORK!

I AM PARTICULARLY INTRIGUED WITH THE NEW TECHNOLOGY WHICH YOU DEVISED TO PROJECT ACTUAL *LIVING MATTER* INTO *VIRTUAL REALITY*!

FASCINATING STUFF!

STOP-TOYING-WITH-HIM-CAROLYN!

TIME-IS-TOO-*PRECIOUS*!

RELAX, MY FRIEND!

HE'LL *TALK*--!

RIGHT, DADDY?

Y-YES--!

THAT'S THE *SPIRIT*--!

I KNEW YOU'D LISTEN TO *REASON*, DADDY!

ANOTHER MAN MIGHT *FANTASIZE* ABOUT A LAST-MINUTE RESCUE!

NOT *YOU*! YOU'RE MUCH TOO *PRACTICAL*!

YOU LIVE IN A WORLD OF COLD, HARD *FACTS*!

YOU ONLY TRUST *DATA*! PEOPLE ARE MUCH TOO *FRAIL* AND *UNRELIABLE*!

TH-THAT'S *EVERYTHING*!

MM-WHAT HAPPENS NOW?

WE'LL JUST HAVE TO *SEE*, DADDY...

THE-CODES-ARE-*CORRECT*!

I-AM-PRESENTLY-IN-THE-PROCESS-OF-*INTEGRATING*-HIS-FILES-INTO-OUR-MAIN-*DATABASE*!

IS SOMETHING *AMISS*? YOU DON'T SOUND VERY PLEASED!

A-COMPLICATION-HAS-JUST-ARISEN!

HOWEVER-I-HAVE-ALREADY-DISPATCHED-A-WELCOMING-COMMITTEE-TO-GREET-THE-INTRUDERS!

GATHER AROUND, BOYS! MY BUD AND I NEED A LITTLE ACTION...TO HELP DRY...THESE SOGGY COSTUMES!

MOVE IT! MOVE IT! I THINK MY UNDIES ARE STARTING TO SHRINK!

RUSH THESE CLOWNS!

TAKE THEM DOWN!

What's wrong with BEN? How can he crack WISE at a time like this--?

Or, is the problem with... ME?!

I used to think of myself as the FRIENDLY, neighborhood Spider-Man!

That was a long time ago!

Before I almost suffered a major NERVOUS BREAKDOWN!

Before I was infected with a DEADLY VIRUS!

Before AUNT MAY died!

Before I learned I was a CLONE!

Yeah--a real long, time ago!

ARE YOU ABSOLUTELY *CERTAIN* YOU GAINED FULL ACCESS TO THE FILES DETAILING THE *STABLE INTERFACE*, WHICH TRAINER DEVELOPED, THAT ALLOWS *ORGANIC MATTER* TO EXIST IN *CYBER-SPACE*?!

WHAT'S-THE-MATTER?

DON'T-YOU-TRUST-ME?

TOUCHE! MY DEAR FATHER HAS JUST BECOME AS EXPENDABLE--

--AS THE *SPIDER-TWINS!*

YOU PEOPLE MADE A BIG *MISTAKE!*

YOU NEVER SHOULD HAVE GOTTEN IN *MY WAY!*

TOO MUCH IS AT STAKE FOR ME TO PLAY *FOOTSIES* WITH YOU!

I'VE GOT A JOB TO DO, AND *NOTHING* CAN STOP ME!

NOTHING!

NOTHING!

ENOUGH ALREADY! GET HOLD OF YOURSELF, PETE!

THIS FIGHT IS *OVER!*

IT'S OVER!

YEAH...

IT FINALLY IS OVER!

:WHEW: YOU SHOULD REALLY CUT BACK ON THE CAFFEINE, MAN!

I KNOW THE SITUATION IS REALLY TENSE--ESPECIALLY FOR YOU--BUT WE'RE SUPPOSED TO BE THE GOOD GUYS!

SORRY!

I GUESS I'VE BEEN LOSING IT A LOT LATELY!

YEAH... YOU CERTAINLY HAVE!

WHAT CAN I SAY? I'VE BEEN THROUGH THE WRINGER!

Ben's RIGHT! I'm like a bomb waiting to EXPLODE!

It's only a matter of time before--!

Oh, God!

Mary Jane--I could have killed her!

I could have killed her!

DECISION TIME, BUCKO!

THINK YOU CAN BE TRUSTED ON YOUR OWN?

IT'S A BETTER BET THAN TRUSTING ME TO REFRAIN FROM GIVING YOU... A MAJOR WEDGIE!

DEAL WITH IT, PAL!

WHEN YOU'RE AT OUR LEVEL OF POWER... LOSING CONTROL IS A LUXURY... YOU JUST CAN'T AFFORD!

IN THAT CASE... ADIOS!

BE CAREFUL, MAN--!

DITTO!

WHEN WILL IT *END*, PETER?

WHEN WILL WE FINALLY GET OUR *LIVES* ON TRACK ...AND START BEHAVING LIKE A REAL *FAMILY*?!

I'VE SPENT THE MAJORITY OF OUR MARRIED LIFE *WORRYING* ABOUT YOU... *WONDERING* IF YOU'RE DEAD OR ALIVE!

IT ISN'T *FAIR*! WE BOTH DESERVE *BETTER*!

MAYBE YOU CAN FIND A WAY TO AVERT *THIS* TRAGEDY--!

WHAT ABOUT THE *NEXT ONE*?

HOW CAN WE POSSIBLY PROVIDE A *STABLE ENVIRONMENT* FOR OUR BABY--

--IF YOU KEEP PUTTING YOURSELF IN *JEOPARDY*?!

AND THE COUNTLESS ONES TO COME--?!

Uh-oh!

The new Doc Ock must have been ALERTED about Ben and me by now!

I'm sure she's already made the appropriate PREPARATIONS!

I don't see ANYONE up ahead, but that still doesn't fill me with CONFIDENCE!

What HAVE we here?

From the tempting manner in which that CANNISTER is displayed--

--And the frantic way my SPIDER-SENSE has begun to buzz--

--It's pretty obvious that I've just stumbled into a major TRAP!

Unfortunately, I have to search every CHAMBER ...hoping against hope...that I chance upon the SERUM...which is needed to save MARY JANE and the BABY!

It doesn't matter! I've still got to scope out that container, and--WHOOPS!

CONGRATULATIONS, SPIDER-MAN! YOU HAVE FINALLY FOUND THE PRIZE YOU SEEK!

IT'S YOURS TO CLAIM--

--IF YOU SURVIVE!

I'M NOT LEAVING WITHOUT THAT CANISTER, DOC--

--AND YOU'LL BE REAL SORRY IF YOU GET IN MY WAY!

DON'T FLATTER YOURSELF, YOU ARROGANT PIPSQUEAK!

CHECK OUT MY NEW HEADGEAR! AS YOU CAN SEE, I'VE LEARNED FROM THE MISTAKES OF THE ORIGINAL DOCTOR OCTOPUS!

YOU'RE NO MATCH FOR ME!

EVEN IF YOU DID MANAGE TO GET PAST MY FLAILING ARMS--

--YOU STILL CAN'T SCORE A KNOCKOUT!

GREAT! HOW AM I SUPPOSED TO FIGHT SOMEONE WHO'S COMPLETELY ENCASED IN ARMOR?

GOTTA GAIN SOME BREATHING TIME UNTIL I COME UP WITH A PLAN!

TRYING TO WEB MY ARMS TOGETHER?

AN INTERESTING MANEUVER! TOO BAD I CAN DRAMATICALLY RAISE THEIR TEMPERATURE, AND MELT YOUR CLUMSY ATTACK!

I DON'T INTEND TO WASTE TIME WITH YOU, SPIDER-MAN! I'VE ALREADY SECURED MY GOAL!

BUT I CANNOT ALLOW YOU--OR THE SCARLET SPIDER--TO ESCAPE WITH THE LOCATION OF THIS BASE!

QUAM

UH-OH!

THIS SCENE LOOKS A MIGHT TOO INVITING!

PSSST! SEWARD...YOU AWAKE?

THAT YOU, BEN? DO NOT ENTER THIS ROOM!

CAROLYN IS OFF SOME WHERE...BUT I THINK I'M BEING WATCHED BY THAT...THAT THING SHE TALKS TO!

THING?

WHAT THING--?!

MY-TRUE-IDENTITY-DOES-NOT-CONCERN-YOU!

OOOKAY! I'M SO SURE I CAN TRUST YOUR OPINION!

NICE GAUNTLET YOU'VE GOT HERE!

A DAILY AEROBIC EXERCISE DOES A BODY GOOD!

JOKE-ALL-YOU-LIKE!

YOU-HAVEN'T-A-CHANCE-AGAINST-ME!

MY, MY, YOU'RE AWFULLY PUSHY FOR A MACHINE...AND YOU EVEN USE CONTRACTIONS!

YOU-ARROGANT-FOOL!

WHAT-MAKES-YOU-THINK-I'M-ONLY-A-MACHINE?

GIVE UP, SPIDER-MAN! YOU COULD BARELY HOLD YOUR OWN AGAINST POOR OTTO OCTAVIUS--

--THERE IS NO POSSIBLE WAY YOU CAN PERSEVERE AGAINST ALL THE IMPROVEMENTS I'VE MADE TO HIS TECHNOLOGY!

I KNOW THE ORIGINAL DOC OCK WAS YOUR MENTOR, BUT--

--HOW DID YOU COME TO ACQUIRE HIS MECHANICAL ARMS ...AND HIS NAME?!

THAT IS A MOST AMUSING TALE! BUT I WILL NOT SHARE IT AT THE PRESENT TIME!

GOT TO KEEP TRYING TO DISTRACT HER UNTIL I GET AN OPENING--!

ALL RIGHT, HERE'S ANOTHER QUESTION THAT'S BEEN BUGGING ME...

WHY DO YOU HATE YOUR FATHER SO MUCH?

I DON'T HATE TRAINER!

IN FACT... I RARELY EVEN THINK ABOUT HIM!

I HARDLY KNOW THE MAN!

I DON'T GET IT! HE'S YOUR FATHER!

ARE YOU TELLING ME THAT HE ABANDONED YOU AND YOUR MOTHER?!

NOT AT ALL... ALTHOUGH THERE WERE TIMES... I TRULY WISH HE HAD!

THAT WAY I COULD HAVE GOTTEN A NEW DAD!

ONE THAT WOULD HAVE PAID MORE ATTENTION TO ME!

TRAINER HAS ALWAYS BEEN *OBSESSED* WITH HIS WORK!

HE VENERATES HIS SCIENTIFIC RESEARCH *ABOVE* EVERYTHING ELSE IN HIS LIFE!

MOTHER AND I BARELY RATED A VERY DISTANT *SECOND!*

CAN YOU IMAGINE WHAT IT'S LIKE FOR A *CHILD* TO GROW UP IN A HOUSEHOLD WHERE DADDY ALWAYS HAS SOMETHING MORE *IMPORTANT* TO DO?

CAN YOU?

CAN YOU?!

WE'RE TALKING ABOUT *YOU...*

NOT *ME!*

BWAKK!

ENOUGH! I DON'T WANT TO THINK ABOUT THE PAINFUL *PAST!*

NOT WHILE I HAVE SUCH A GLORIOUS *FUTURE!*

KNOWLEDGE IS *POWER!*

WHOEVER RULES THE *INFORMATION HIGHWAY* WILL BE THE MOST POWERFUL PERSON ON THIS PLANET!

IS THAT HER *GOAL?* TO CONQUER *VIRTUAL REALITY* THE WAY PETTY DICTATORS TRY TO DOMINATE *COUNTRIES?!*

WHEW! SHE CERTAINLY THINKS *BIG!*

BUT I FINALLY MANAGED TO *CHIP* AT HER CONCENTRATION AND--

SPLOOSH

..GOTCHA!

WELL DONE, SPIDER-MAN! I MUST COMPLIMENT YOUR EFFORTS!

IT IS SUCH A PITY THAT I *ANTICIPATED* THIS MANEUVER--

--AND COATED MY FACE-SHIELD WITH A *NON-STICK SURFACE!*

HEY! NO PROBLEM--!

I ONLY NEEDED TO DIVERT YOUR *ATTENTION* FOR A MOMENT!

HERE'S WHERE THE REAL FUN BEGINS--!

'ROUND AND 'ROUND SHE *GOES!* WHERE SHE'LL *STOP*...ONLY THE *SPIDER* KNOWS!

L-LET GO OF ME, YOU WEB-SWINGING FREAK!

R-RELEASE ME *AT ONCE!*

OOOKAY...BUT DON'T SAY I DIDN'T WARN YOU!

KA-BLAM

FWOOOSH

Y-YOU FOOL! TH-THAT EXPLOSION RUPTURED A SUPPORT WALL!

THE CEILING HAS BEEN WEAKENED, AND THE BASE IS STARTING TO FLOOD!

WE MUST ACTIVATE THE EMERGENCY PRESSURE SYSTEM BEFORE--

I'm sure the lady has a lot MORE to say, but a major undertow unexpectedly cuts her off in MID-RANT--

And the next thing I know, she's being SWEPT into the river!

I can't SEE what happens to her after that.

Not that I really CARE!

My main focus is the canister! I've got to recover the antidote, and bring it to MARY JANE!

But, even as I spring across the room, the whole world suddenly SEEMS to COLLAPSE upon me--!

NO!! THIS CAN'T BE HAPPENING! NOT WHEN I'M SO CLOSE!

NOT WHEN MY WIFE AND BABY NEED ME SO DESPERATELY!

FASCINATING!

--BUT-I-AM-STILL-AMAZED-TO-SEE-THAT-YOUR-SPEED-AND-AGILITY-ARE-TRULY-THE-EQUAL-OF-SPIDER-MAN!

I-HAVE-DOWNLOADED-TRAINER'S-FILES-ON-YOU--

WHAT IS THIS THING? SOME KIND OF ARTIFICIAL INTELLIGENCE ...OR SOMETHING EVEN MORE SINISTER?

I ASSUME YOU'VE RUN ACROSS THE ...uh...OTHER WEB-SWINGER!

AS-A-MATTER-OF-FACT-I-HAV AAAK

FZAT!

SPLAT

WAS HE... er... IT ABOUT TO SAY "HAVE" OR "HAVEN'T"?!

OH, WELL! I SUDDENLY HAVE MORE IMPORTANT THINGS TO WORRY ABOUT--!

SPUTTER

OUR-ELECTRICAL-SYSTEM-HAS-BEEN-BREACHED!

I-MUST-INITIATE-AN-IMMEDIATE SHUT-DOWN--

--OR-RISK-A-NETWORK-WIDE-CRASH!

WH-WHAT COULD HAVE CAUSED SUCH A MASSIVE OVER-LOAD--?

IN A WORD... PETE!

THE GUY MUST HAVE FOUND A WAY TO TRASH THEIR SYSTEM!

HE'S A BONA FIDE HERO!

Some HERO I am!

:URGGG: Got to keep fighting! I must find a way to free myself!

The LIVES of my wife and child are hanging in the balance...and I CAN'T help them!

:UNNNN: The debris is too HEAVY! I don't have the necessary STRENGTH or LEVERAGE to budge it!

I won't FAIL! It's my responsibility to save MARY JANE and the BABY!

:UHHHH: And the WATER... it's still RISING!

Aunt May is the one who taught me RESPONSIBILITY!

She also said there's no GREATER responsibility than raising a family!

Oh, MARY JANE--! I am so sorry for all the PAIN I've caused you!

I still can't believe I STRUCK you!

I actually struck you!

:ARRRK: Got to call on all the POWER I possess!

They say that ONCE a man hits a woman, he'll do it AGAIN...

...and AGAIN...

...unless he gets help...

...Unless he eliminates the root cause of the abuse!

:OFFFT: I gotta get this WEIGHT off my back! I JUST GOTTA!

MY BABY--! With all the joking Mary Jane and I have done, we still don't know the baby's SEX!

:UNNGG: I've got to try HARDER! HARDER!

I can't die before I learn if my baby's a BOY or GIRL!

I mustn't miss his FIRST WORD--

--Or her FIRST STEP!

:ARRRG: The water's almost at my neck!

Can I imagine what it's like for a CHILD to grow up in a household where Daddy always has something more IMPORTANT to do?

NO!!

I CAN'T!

I WON'T!

This is IT! Time is running OUT...and so is my AIR SUPPLY!

I've got to make my move NOW! NOW!

Have to prove that I am still WORTHY of the power I possess!

That I'm still capable of being SPIDER-MAN!

I've got to HANG ON--! I can't QUIT! I won't LOSE!

I must find a way to survive--!

For Mary Jane!

For my baby!

KEEP PUSHING, PETE! DON'T STOP FIGHTING!

YOU'RE ALIVE, MAN! YOU'RE GONNA MAKE IT!

YOU DID IT!

YOU MANAGED TO HOLD OUT LONG ENOUGH TO SUCCEED!

AAH!

YOU FEELING OKAY--?!

I just stared DEATH in the face, and won a second chance at LIFE!

AM I feeling OKAY--?!

I...I'M GREAT!

GLAD TO HEAR IT, BUDDY!

WE'RE OUTTA HERE, MAN! ALL WE GOTTA DO NOW IS SNAG THE ANTIDOTE, LINK UP WITH SEWARD, FIGHT OUR WAY TO THE NEAREST EXIT, AND RETURN TO THE HOSPITAL TO HEAR...

GOOD NEWS!

MOTHER AND CHILD ARE RESPONDING TO THE SERUM! WE'VE ALREADY SEEN A MARKED IMPROVEMENT!

THEY'RE BOTH GOING TO BE FINE!

I...I JUST DON'T KNOW WHAT TO SAY... OR HOW I COULD POSSIBLY THANK YOU!

WELL, YOU COULD START BY MENTIONING MY UNPARALLELED BRILLIANCE AND MY DEVILISH GOOD LOOKS!

GIVE THE MAN A BREAK, SEWARD! I'LL FEED YOUR EGO!

--WHILE PETE LOOKS IN ON HIS FAVORITE REDHEAD!

MARY JANE--?!

WHAT ARE YOU DOING *OUT* OF BED?

HUGGING THE MAN I LOVE!

FACE IT, TIGER...

WE HIT THE *JACKPOT* WITH EACH OTHER!

EVEN WITH ALL THE RECENT *CRAZINESS*...

I JUST CAN'T EVEN *IMAGINE* MY LIFE WITHOUT YOU!

YOU'VE BEEN VERY *SUPPORTIVE*, MARY JANE...

EVEN AFTER I HIT YOU!

IT *WASN'T* YOUR FAULT! YOU DIDN'T *REALIZE* THAT I WAS...

MARY JANE, *PLEASE--!*

I'M THANKFUL THAT YOU CAN *FORGIVE* ME...BUT PLEASE DON'T TRY TO *EXCUSE* WHAT I DID!

WE HAVE TO MAKE SOME SERIOUS *CHANGES*... OR IT COULD HAPPEN AGAIN!

MARY JANE...

I'VE COME TO A *DECISION!*

WALK WITH ME, BEN.

WE HAVE TO TALK.

SURE, PAL ...WHAT'S THE TOPIC?

RESPONSIBILITY!

YOU AND I SHARE THE SAME MEMORIES! WE BOTH BELIEVE THAT WITH GREAT POWER...THERE MUST ALSO COME GREAT RESPONSIBILITY!

CATCHY PHRASE!

I ASSUME YOU'LL PUT IT TO MUSIC FOR ME!

QUIET! PLEASE

YEAH, I'LL MAKE THIS REAL SIMPLE...

EVEN A MAN WHO HAS GREAT RESPONSIBILITY CAN BE HUMBLED...WHEN HE SEES EVEN GREATER RESPONSIBILITIES ON THE HORIZON!

MARY JANE AND I ARE ABOUT TO START A FAMILY, BEN!

LIKE AUNT MAY ONCE SAID...THERE'S NO GREATER RESPONSIBILITY!

I'M NOT SURE I LIKE THE DIRECTION THIS CONVER-SATION IS HEADED!

IF THAT'S THE CASE, YOU'RE REALLY GONNA HATE THIS--!

I HAVE DECIDED TO QUIT BEING SPIDER-MAN!

I'M HANGING UP MY WEBS FOREVER!

I ASSUME YOU'VE GIVEN THIS A LOT OF THOUGHT!

BELIEVE IT! I HAVE TO DO THIS FOR MY FAMILY! THERE'S NO WAY YOU CAN TALK ME OUT OF IT!

I...I THINK I UNDERSTAND...BUT, LIKE I TOLD YOU ONCE BEFORE, THIS COSTUME BELONGS TO *YOU*, PETE!

I'M WILLING TO TAKE THE *RESPONSIBILITY*, BUT I HAVEN'T *EARNED* THAT SUIT!

WHAT AM I *SUPPOSED* TO DO WITH IT?

RECYCLE IT INTO A *BABY BLANKET* FOR ALL I CARE! MY NEXT COSTUME IS GOING TO BE A TRIFLE MORE *CONTEMPORARY!*

THIS FROM THE SAME GUY WHO DESIGNED THE *SCARLET SPIDER* OUTFIT?

OUCH!

LOOK, PETE... I SINCERELY WISH YOU AND MARY JANE THE VERY *BEST!*

HEY--YOU'RE THE ONE WHO'S GONNA NEED THE *LUCK!*

SEE YOU *AROUND*, MY FRIEND!

It's OVER!

Finally over!

NO MORE WEB-SWINGING! NO MORE WALL-CRAWLING!

over!

I'm going to be a PARENT now! It's high time I GREW UP, and started acting like a real ADULT!

over!

This is my big CHANCE--! I can't blow it!

Mary Jane and I finally have an opportunity to head into the SUNSET...and live HAPPILY EVER AFTER!

My days as a friend neighborhood SUPER-HERO are already history!

The future belongs to BEN REILLY!

Walk TALL, my friend! I've got a hunch you'll make us all PROUD!

The time has finally come for you to build a real LIFE for yourself...

I'm real curious to see WHAT you'll do first!

And I'll bet I'm not alone!

THE END

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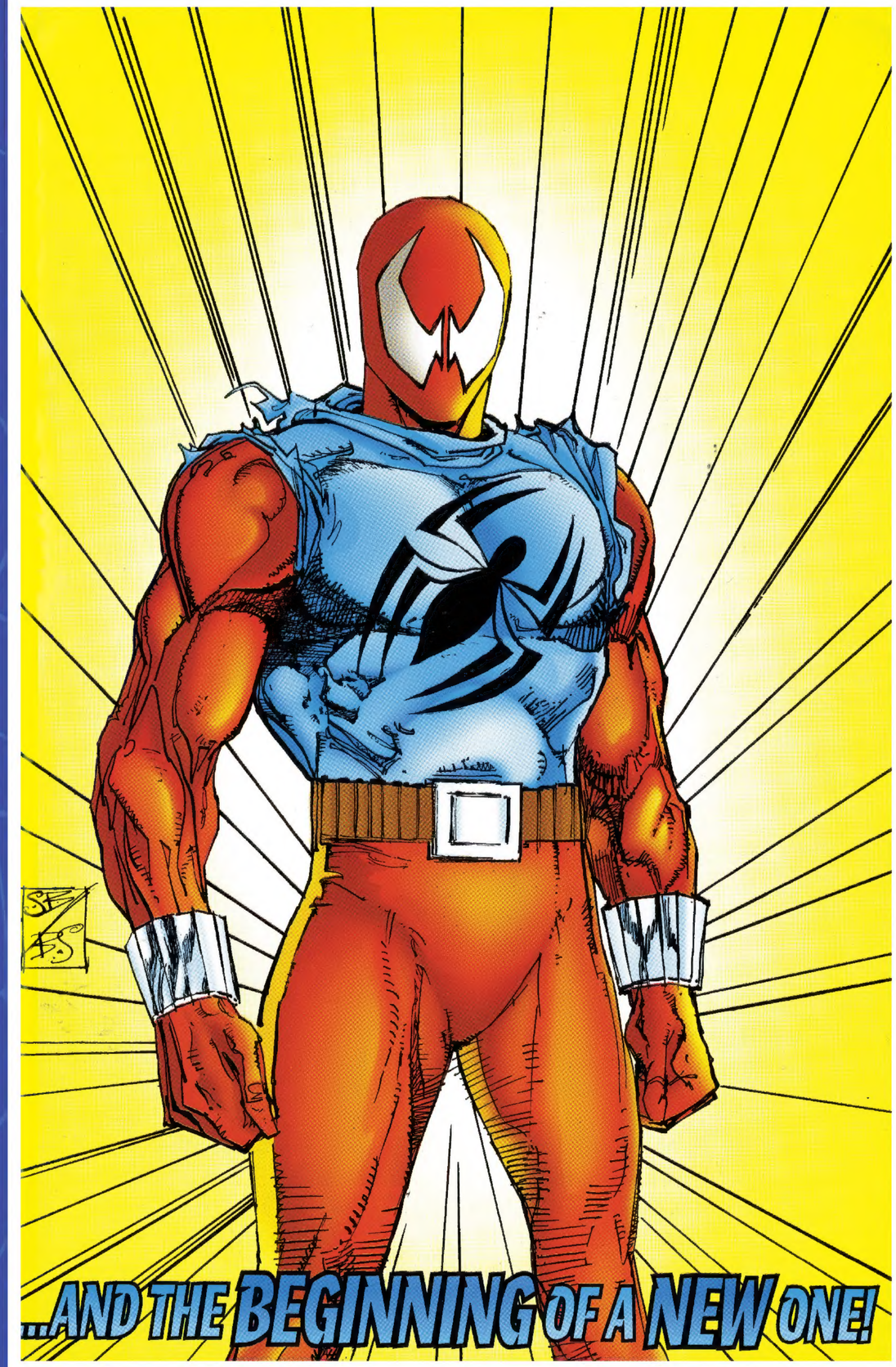
...AND THE BEGINNING OF A NEW ONE!

THE END OF THE BEGINNING!

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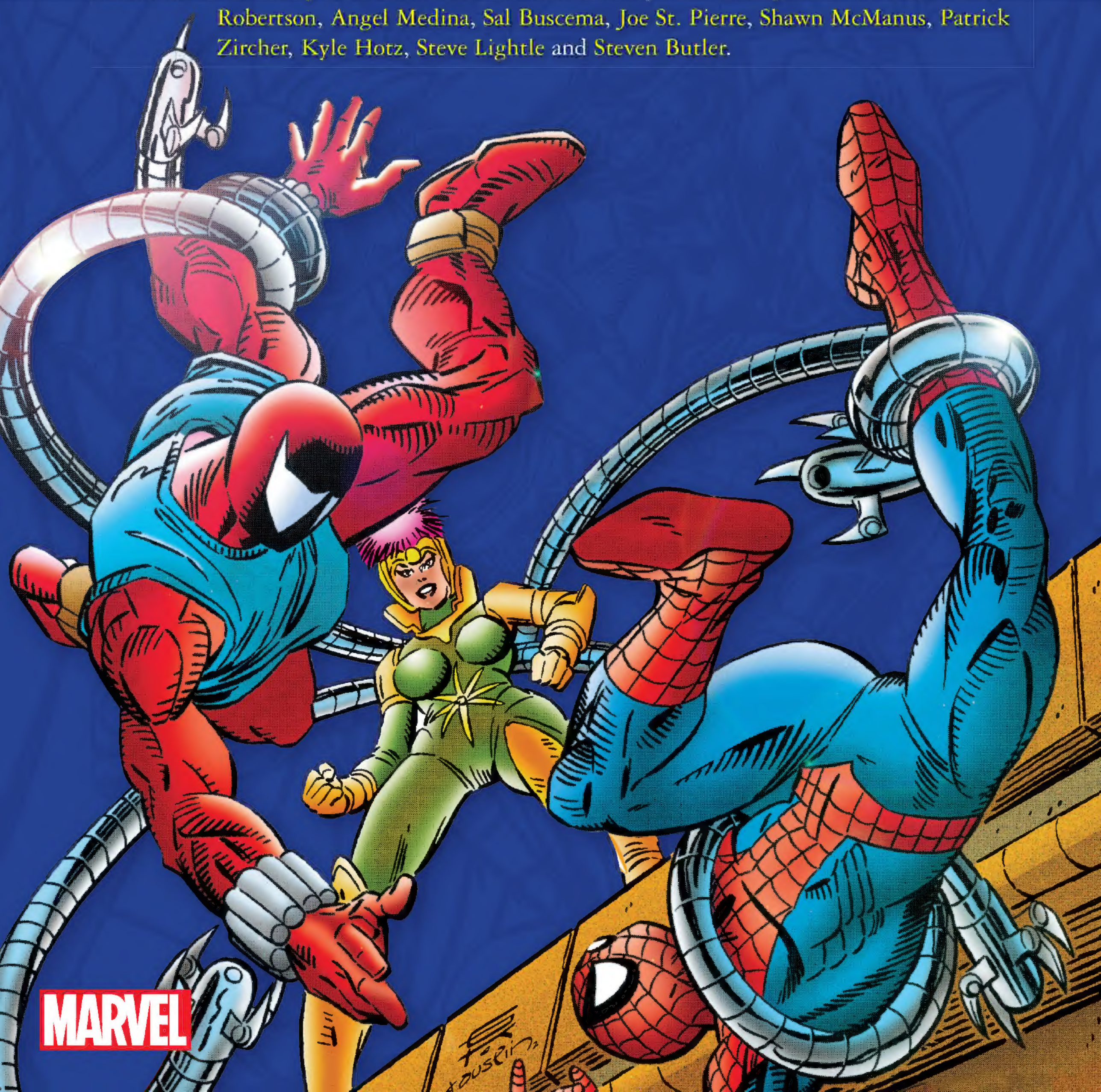

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